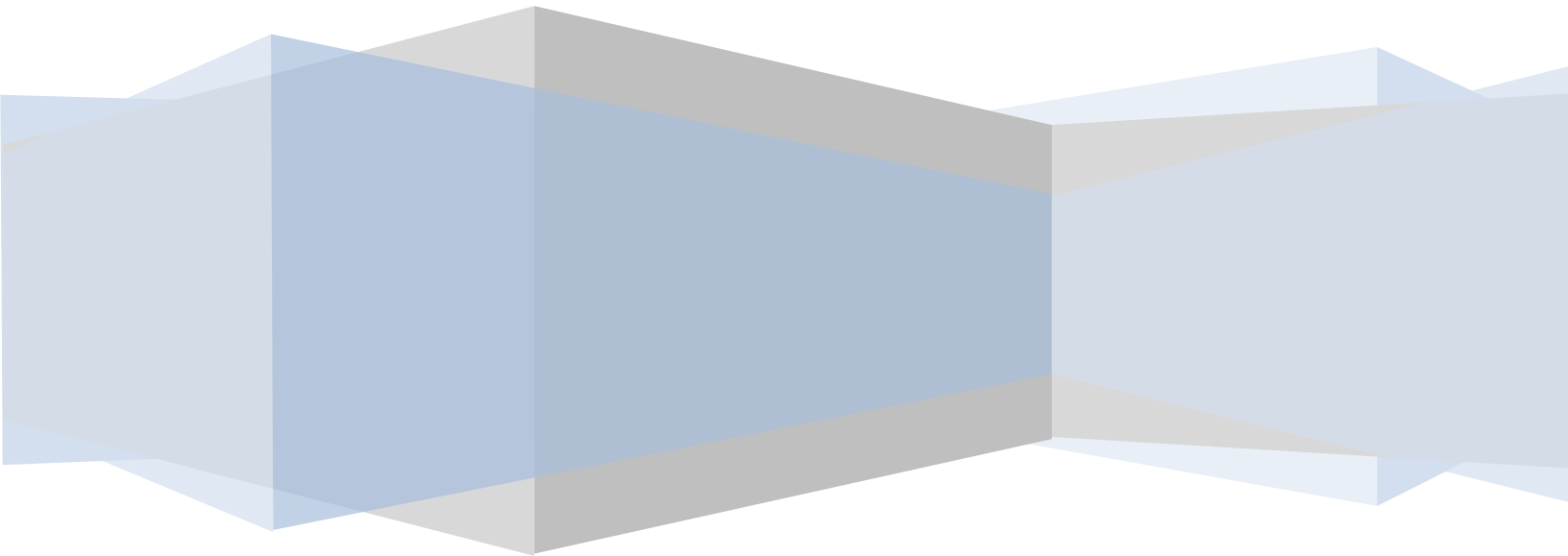


**Unimode Overseas Limited  
And Reduced**

**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, 1<sup>st</sup> 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

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## **Notice**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of **M/s Unimode Overseas Limited And Reduced** will be held on Thursday, 27<sup>th</sup> September, 2018 at Ravinder Plaza, IV<sup>th</sup> 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 29<sup>th</sup> 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 26<sup>th</sup> 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 26<sup>th</sup> 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 26<sup>th</sup> 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, 22<sup>nd</sup> September, 2018 (09:00 A.M.)** and ends on **Wednesday, 26<sup>th</sup> 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, 20<sup>th</sup> 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***
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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](http://www.evoting.nsdl.com).
14. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:pcsabhishekgupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [atevoting@nsdl.co.in](mailto: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 20<sup>th</sup> 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. 20<sup>th</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [unimodeoverseaslimited@gmail.com](mailto: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](http://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](http://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 26<sup>th</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.unimodeoverseas.in](http://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](mailto: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 29<sup>th</sup> 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.

**ITEM NO. 5 &6**

The members of the Company are hereby informed that pursuant to the order duly passed by Principal Bench National Company Law Tribunal at New Delhi dated March 23, 2017 w.r.t., reduction of 90% of share capital of the Company, the face value of the equity shares of the Company was reduced from Rs. 10/- to Re. 1/- each. Thus, the Paid up share Capital of the Company as on dated is Rs. 50,10,507/- consisting of 50,10,507 Equity Shares of Re. 1/- each.

The Board of Directors has considered consolidating the share capital of the Company from Re. 1/- to Rs. 10/- each for the benefits of the shareholders as mentioned below:

**Greater Investor Interest:** The proposed share consolidation will result in a trading price that better reflects its maturity and also increase the profile of the Company amongst the institutional investors and the coverage of the Company.

**No effect of Consolidation on the Shareholders' Funds:** The proposed share consolidation will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank paripassu in all respects with each other.

**Rationalisation of the share capital of the Company:** The proposed share consolidation will also rationalise the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares.

Accordingly, equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up, of the Company existing on the Record Date (as may be determined by Board or any Committee thereof) shall stand consolidated into equity share of face value of Rs. 10/- (Rupee Ten only) each fully paid-up so that every ten equity shares with nominal value of Re. 1 (Rupee One only) each held by a member are consolidated and re-designated into one equity share with nominal value of Rs. 10 (Rupees Ten only) each.

The Board 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).

At present, the authorized share capital of your Company is 5,25,00,000/- (Rupees Five Crores and Twenty Five Lacs only) divided into 5,25,00,000 (Five Crores and Twenty Five Lacs only) equity shares of Re. 1 (Rupee One only) each.

The proposed consolidation of equity shares of the Company from Re.1/- (Rupees One only) per Equity share to Rs. 10/-(Rupees Ten Only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 6.

The Board recommends the passing of the resolution as set out in Item no. 5 & 6 of the Notice. The Directors, key management personnel or their relatives are concerned or interested financially or otherwise in the resolution only to the extent of the number of shares held by them in the Company.

**DETAIL OF DIRECTOR SEEKING APPOINTMENT**

[In pursuance of Secretarial Standard on General Meetings & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Sanjeev Pahwa</b>
<b>Nationality</b>	Indian
<b>DIN</b>	02876785
<b>Father's/Husband's Name</b>	Mr. Jagdish Lal Pahwa
<b>Date of Birth</b>	28/07/1967
<b>Date of Appointment</b>	29/05/2018
<b>Educational Qualification</b>	Graduate
<b>Experience &amp; expertise in specific functional area</b>	He has 30 years experience in Business and having the expertise in sales strategies and marketing plan.
<b>Directorships held in other Companies (excluding foreign companies)</b>	One
<b>Committee Positions held in other Companies</b>	Nil
<b>Shareholding in Company (Number &amp; %)</b>	Nil

**Director s' Report****TO THE MEMBERS OF UNIMODE OVERSEAS LIMITED AND REDUCED,**

The Board of Directors is pleased to present the 26<sup>th</sup> Annual Report of the business and operations of your Company i.e. M/s Unimode Overseas Limited and Reduced, along with the audited financial statements for the year ended 31<sup>st</sup> March, 2018.

**1. FINANCIAL PERFORMANCE**

(In Rs.)

<b>Particulars</b>	<b>Year ended March 31, 2018</b>	<b>Year ended March 31, 2017</b>
Total Income	61,23,498.00	70,75,729.00
Total Expenditure	69,31,850.00	70,44,228.00
Profit/(Loss) Before Tax	(8,08,352.00)	31,501.00
Current Tax	4325.00	5830.00
Minimum Alternate Tax		(5830.00)
Profit/(Loss) After Tax	(8,12,677.00)	31,501.00
Balance brought forward from previous year	(4,93,31,789.00)	(4,93,63,290.00)
Capital Reduction during the year	4,50,94,563.00	-
Balance Profit/Loss carry forward to the next year.	(50,49,903.00)	(4,93,31,789.00)

**2. FINANCIAL PERSPECTIVE OF THE YEAR**

Revenue from operation for the year ended March 31, 2018 was Rs. 61,23,498/- as compared to the revenue for the previous year was Rs. 70,75,729/-. During the year the Company incurred loss amount of Rs. 8,08,352/-. EPS for the year is Rs. (0.16) per share as compared to Rs. 0.001 per share in the previous year.

**3. DIVIDENDS**

In view of the brought forward and current year losses, your directors have been unable to recommend any dividend.

**4. SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2018 was Rs. 50,10,507/- During the year the company has done the Capital restructuring by way of Capital Reduction of Paid up Share Capital from Rs. 50,105,070 (Rupees Five Crores One Lac Five Thousand and Seventy) consisting of 50,10,507 ( Fifty lacs, Ten Thousands and Five Hundred Seven) Equity Shares of Rs. 10 (Rupees Ten) to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousand and Five Hundred Seven) consisting of 50,10,507( Fifty Lacs Ten Thousand and Five Hundred Seven) Equity Shares of Rs. 1/-(Rupee One) each.

**5. RESERVE**

The loss of Rs. 8,12,677/- incurred during the year has been transferred to the Reserves.

**6. NATURE OF BUSINESS**

There is no change in nature of business of the Company during the financial year 2017-18.

**7. CORPORATE SOCIAL RESPONSIBILITY**

Our Company does not attract the provisions of section 135 of the companies Act, 2013. So, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

**8. HUMAN RESOURCES**

The well disciplined workforce which has served the company for the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

**9. DIRECTORS RESPONSIBILITY STATEMENT :**

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

**10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is well defined and to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board as well as directly to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Ashish Goel, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Sanjeev Pahwa was appointed as an Additional Director on the Board with effect from 29<sup>th</sup> May, 2018. We seek your confirmation for appointment of Mr. Sanjeev Pahwa as an Executive Director. The resolutions seeking approval of the members for the appointment of Mr. Sanjeev Pahwa, Executive Director have been incorporated in the Notice of the Annual General Meeting of the Company along with brief details about them.

The Independent Directors of the Company have submitted a declaration under Section 149(7) of the Companies Act, 2013 that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company. During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses(if any) incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. D.K. Mahawar, Chief Executive Officer, Ms. Diksha Sharma, Chief Financial Officer and Mrs. Preeti Sharma, Company Secretary. As Ms. Sheetal Chhabra resigned from the post of Chief Financial Officer w.e.f. 14<sup>th</sup> February, 2018, Board of the company appointed Ms. Diksha Sharma as the Chief Financial Officer of the Company w.e.f. 14<sup>th</sup> February, 2018.

**12. NUMBER OF MEETINGS OF THE BOARD**

Six meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

**13. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings. In addition, the chairman was also evaluated on the key aspects of his role.



In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### **14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

#### **15. COMMITTEES OF THE BOARD**

The details of all the committees of the Board along with their charters, composition and meetings held during the year, are provided in the report on corporate Governance which forms part of this Annual Report. The Board has accepted all the recommendations of the audit Committee.

#### **16. AUDITORS**

##### **16.1 STATUTORY AUDITORS**

M/s Sunil Kumar Gupta & Co (Firm Registration No.003645N), Chartered Accountants have been appointed as statutory auditors of the company at 22<sup>nd</sup> Annual General Meeting held on 29.09.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

The observations made in the Auditor's Report are self explanatory and do not call for any further comments u/s 134(3)(f) of the Companies Act, 2013. The Auditors have not made any qualifications in their report.

##### **16.2 SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed of Mr. Anurag Sharma, Practicing Company Secretary (Membership No. A49448), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

##### **16.3 INTERNAL AUDITORS**

M/s Anil Meenu & Company, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

**17. RISK MANAGEMENT FRAMEWORK**

The Company recognizes Risk Management as an integrated, forward-looking and process-orientated approach. It has developed a Risk Framework that broadly encompasses: aligning risk appetite and strategy; enhancing risk response and reducing operational surprises. During the year, Risk Management Core Team comprising of representatives of various functions and business had carried out risk assessment exercise to identify the various significant risks associated with the business operations and mitigation plans to address such risks. Material risks and mitigation plans were reviewed by the Risk Management Committee and then presented to the Board.

**18. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted vigil mechanism policy. This policy is posted on the website of company.

**19. RELATED PARTY TRANSACTIONS**

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

**20. DISCLOSURES OF ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

During the year, no orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**21. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The observations made in the Auditor's Report are self explanatory and do not call for any further comments u/s 134(3) (f) of the Companies Act, 2013. The Auditors have not made any qualifications in their report.

**22. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENT RELATE AND THE DATE OF BOARD REPORT**

No significant material changes and commitments have occurred between the date of Balance Sheet and the Date of Audit Report.

**23. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. In compliance with the above regulation the CEO's declaration confirming compliance with the Code of Conduct has been made part of this report.

**24. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the period under review there was no energy conservation, technology absorption and foreign exchange earnings and outgo.

**25. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure 2”.

**26. AUDIT COMMITTEE RECOMMENDATIONS**

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

**27. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of Each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2017-18 is annexed at “Annexure-3”.

**28. FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not given any loans, guarantees and investment covered under the provisions of section 186 of the Companies Act, 2013.

**30. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE**

There is no Subsidiary company or Joint Venture or Associate Companies of the Company.

**31. LISTING OF SHARES**

The Securities of the Company are listed on Bombay Stock Exchange. The Listing fee for the Financial Year 2018-19 has been paid to the Bombay Stock Exchanges.

**32. PREVENTION OF SEXUAL HARASSMENT**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

**33. ACKNOWLEDGEMENTS**

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders -Clients, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year. Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

For & On Behalf Of The Board Of Directors  
**M/S Unimode Overseas Limited And Reduced**

**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

**Vikas Munjal**  
**Director**  
**DIN: 01886826**

**Ashish Goel**  
**Director**  
**DIN: 00367103**

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2018

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**UNIMODE OVERSEAS LIMITED AND REDUCED**  
304A/ 10178, 3<sup>rd</sup> Floor, Ravinder Plaza,  
Abdul Aziz Road, Karol Bagh,  
New Delhi - 110005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Unimode Overseas Limited and Reduced** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of **M/s. Unimode Overseas Limited and Reduced** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- 1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Unimode Overseas Limited and Reduced ("The company") for the financial year ended on 31<sup>st</sup> March 2018 according to the provisions of:**
  - i. The Companies Act, 2013 and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - i) Other applicable provisions to the company

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.; and
- ii. The Listing Agreements and entered into by the Company with Bombay Stock Exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:**

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

- d. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders ;
- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the 25th Annual General Meeting held on Wednesday, 27th September, 2017;
- h. minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i. approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors /KMP.
- k. payment of remuneration to Directors/KMP .
- l. appointment and remuneration of Auditors.
- m. declaration and payment of dividends; **No dividend has been declared during reporting period.**
- n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **No amount was pending**
- o. investment of the Company's funds including investments and loans to others;
- p. Directors' report;
- q. contracts, common seal, registered office and publication of name of the Company; and
- r. Generally, all other applicable provisions of the Act and the Rules made under the Act.

### 3.

#### i. I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
  - c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- ii. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

- iii. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization/ dematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
  - iv. I further report that:
    - a. The Company has complied with the requirements under the Equity Listing Agreements read with SEBI (LODR) entered into with Stock Exchanges.
    - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
    - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- 4. I further report that** as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 5. I further report that** during the audit period, the company had following events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:
- \*The order for the Capital reduction against the accumulated losses to the extent of 90% (Ninety Percent) from its existing capital Rs.50,105,070 (Rupees Five Crores, One Lac, Five Thousands, and Seventy) consisting of 5,010,507 (Fifty Lacs Ten Thousands and Five Hundred Seven) equity shares of face value of Rs. 10 (Rupees Ten) each to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousands and Five Hundred Seven) consisting of 5,010,507 (Fifty Lacs Ten Thousands and Five Hundred Seven) equity shares of face value of Re. 1 (Rupee One) each has been passed by the Principle Bench of NCLT on 23<sup>rd</sup> March, 2017 and the certified copy of the order has been issued on 29<sup>th</sup> March, 2017. Further, it is mentioned in the Para 5(2) of the order passed by the Hon`ble NCLT that "AND REDUCED" word should be added as the last word with the name of the Company. The final order for the Capital reduction received by the Company from the Principle Bench of NCLT on 25<sup>th</sup> April, 2017
  - The Company has received the show cause notice on 4<sup>th</sup> July, 2016 under SEBI Act, 1992 and SEBI (Prohibition of Insider Trading) Regulations 1992, for which the Company filed the consent application for settlement in Form A on 26<sup>th</sup> August, 2016 alongwith the demand draft of Rs. 10,000/- and paid the settlement amount of Rs. 2,00,000/- towards the settlement terms on 16<sup>th</sup> May, 2017.



- \*The Company has received the Notice from BSE on 31st March, 2016 for late/non-submission for some of the Clauses/Regulations of the erstwhile Listing Agreement/ Listing Regulations, 2015 as per SEBI Circulars dated 30th September, 2013 and 30th November, 2015 for which the BSE imposed the penalty of Rs. 3,84,513/- The Company paid the penalty amount of Rs. 393547.25/- (along with all charges and interest) on 29th June, 2017.
- The status of charges shows open on the MCA Portal of the charge amount of Rs. 1,35,00,000/- (Rupees One Crores and Thirty Five Lacs).

**Date: 01/09/2018**

**Place: Delhi**

**Anurag Sharma**  
Proprietor  
**Anurag Sharma & Associates**  
Company Secretaries  
ACS No. 49448  
CP No. 17972

*\* The Company had filed the application before Hon`ble NCLT on 24th April, 2017 to delete the “**AND REDUCED**” word with the name of the Company and it was heard before Hon`ble NCLT on 25th April, 2017 and certified copy of order has been issued on 11th May, 2017.*

*\*\* This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*

**“Annexure – A”**

To,  
The Members,  
**UNIMODE OVERSEAS LIMITED AND REDUCED**  
304A/ 10178, 3<sup>rd</sup> Floor, Ravinder Plaza,  
Abdul Aziz Road, Karol Bagh,  
New Delhi- 110005.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date: 01/09/2018**  
**Place: Delhi**

**Anurag Sharma**  
Proprietor  
**Anurag Sharma & Associates**  
Company Secretaries  
ACS No. 49448  
CP No. 17972

**Form No. MGT-9**

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31<sup>st</sup> March, 2018 of M/s Unimode Overseas Limited and Reduced [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L51909DL1992PLC048444
Registration Date	24.04.1992
Name of the Company	Unimode Overseas Limited and Reduced
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and contact details	304 A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi ,Delhi- 110005 Tel No. : 011-43685156
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd., D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi-110020. Tel No. : 011 - 26812682 / 83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Trading in textiles	4641	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
None					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total	Demat	Physical	Total	% of the total	
<b>A. Promoters</b>									
<b>1) Indian</b>									
Individuals/ HUF	1335230	-	1335230	26.65	1335230	-	1335230	26.65	Nil

Central Govt/ State Govt									
Bodies Corp.									
FI/ Banks									
Any Other									
<b>Sub Total(A)(1)</b>	<b>1335230</b>	<b>-</b>	<b>1335230</b>	<b>26.65</b>	<b>1335230</b>	<b>-</b>	<b>1335230</b>	<b>26.65</b>	<b>Nil</b>
<b>2)Foreign</b>									
NRIs-Individuals									
Bodies Corp.									
Institutions									
Any Others									
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1335230</b>	<b>-</b>	<b>1335230</b>	<b>26.65</b>	<b>1335230</b>	<b>-</b>	<b>1335230</b>	<b>26.65</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds									
FI / Banks	-	500	500	.01	-	500	500	.01	Nil
Central Govt/ State Govt									
Venture Capital Funds									
Insurance Companies									
FII's									
Foreign Venture Capital Investors									
Any Other									
<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>500</b>	<b>500</b>	<b>.01</b>	<b>-</b>	<b>500</b>	<b>500</b>	<b>.01</b>	<b>Nil</b>
<b>2. Non- institutions</b>									
a) Bodies Corp.	19746	47100	66846	1.33	21528	47100	68628	1.37	0.04
b) Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	222798	2735630	2958428	59.04	252516	2769230	3021746	60.31	1.27
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	23582	41200	64782	1.29	-	-	-	-	(1.29)
c) Others									

N.R.I.(REPT & NON-REPT)	6500	564000	570500	11.39	5800	563600	569400	11.36	(0.03)
HUF	14121	-	14121	0.28	14903	-	14903	0.3	0.02
Clearing Members	-	-	-	-	-	-	-	-	-
Public Trust	100	-	100	0.00	100	-	100	0.00	0.00
<b>Sub-Total (B)(2)</b>	<b>286847</b>	<b>3387930</b>	<b>3674777</b>	<b>73.34</b>	<b>294847</b>	<b>3379930</b>	<b>3674777</b>	<b>73.34</b>	<b>Nil</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>286847</b>	<b>3388430</b>	<b>3675277</b>	<b>73.35</b>	<b>294847</b>	<b>3380430</b>	<b>3675277</b>	<b>73.35</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1622077</b>	<b>3388430</b>	<b>5010507</b>	<b>100</b>	<b>1630077</b>	<b>3380430</b>	<b>5010507</b>	<b>100</b>	<b>Nil</b>

## (ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledge/ Encumbered of Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledge/ Encumbered of Total Shares	
1	Vikas Munjal	458223	9.15	-	458223	9.15	-	Nil
2	Ashish Goel	433157	8.64	-	433157	8.64	-	Nil
3	Satish Kumar Gupta	200150	3.99	-	200150	3.99	-	Nil
4	Madhu Goyal	243700	4.86	-	243700	4.86	-	Nil
	<b>Total</b>	<b>1335230</b>	<b>26.65</b>	<b>-</b>	<b>1335230</b>	<b>26.65</b>	<b>-</b>	<b>Nil</b>

## (iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year				

	1. Madhu Goyal	243700	4.86	243700	4.86
	2. Vikas Munjal	458223	9.15	458223	9.15
	3. Ashish Goel	433157	8.64	433157	8.64
	4. Satish Kumar Gupta	200150	3.99	200150	3.99
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc:)	No Change during the year			
	At the end of the year				
	1. Madhu Goyal	243700	4.86	243700	4.86
	2. Vikas Munjal	458223	9.15	458223	9.15
	3. Ashish Goel	433157	8.64	433157	8.64
	4. Satish Kumar Gupta	200150	3.99	200150	3.99

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.		Shareholding at the beginning of the year		Shareholding at the end of the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Sandeep Tandon	30800	0.61	30800	0.61
2	Shirish Joshi	28900	0.58	28900	0.58
3	Manoj Kumar Sachdeva	14500	0.29	14500	0.29
4	Mahendra Singhvi	12300	0.25	12300	0.25
5	Viral Praful Jhaveri	23582	47.06	10000	0.20
6	Raj Kishore HUF	9150	0.18	9150	0.18
7	Satish Purushottam Paseband	6858	0.14	6858	0.14
8	Vijay Shah	6851	0.14	6851	0.14
9	Navneet Kantilal Ravani	6800	0.14	6800	0.14
10	Suresh Mangaldas Gori	0	0.00	6701	0.13
11	Vishesh Developers Private Limited	5550	0.11	5550	0.11
12	Rasilaben Deepakbhai Gaudani	5225	0.10	5225	0.10
13	Suresh Chand Gupta	3900	0.08	3900	0.08
14	Deepak Haribhai Gaudani	3800	0.08	3800	0.08

Note: The change in the shareholding in the above shareholders was due to buying/ selling of shares by the shareholders on various dates. The Company has not allotted any shares, issued bonus/sweat equity during the year.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr No.	Particulars	Shareholding at the beginning of the year	Cumulative Shareholding during the year
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	No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
At the beginning of the year				
1. Vikas Munjal (Director)	458223	9.15	458223	9.15
2. Ashish Goel (Director)	433157	8.64	433157	8.64
3. Satish Kumar Gupta (Director)	200150	3.99	200150	3.99
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc:)	No Change during the year			
At the end of the year				
1. Vikas Munjal (Director)	458223	9.15	458223	9.15
2. Ashish Goel (Director)	433157	8.64	433157	8.64
3. Satish Kumar Gupta (Director)	200150	3.99	200150	3.99

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial Year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total ((i+ii+iii))</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3)	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-	-
5	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

## B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-



## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Mr. D.K. Mahawar (CEO)	Mrs. Preeti Sharma (Company Secretary)	Ms. Diksha Sharma (CFO)	Total
1	Gross salary (a) Salary as per Provisions (contained in section 17(1) of the Income tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/s17(3) Income-tax Act, 1961	-	3,37,535	-	3,37,535
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of Profit - others, specify	- -	- -	- -	- -
5	Others, please Specify	-	-	-	-
	Total	-	3,37,535	-	3,37,535

\*till 14<sup>th</sup> February, 2018.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Director</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			None		
Punishment					
Compounding					

## "ANNEXURE 3"

**DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014**

- a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

<b>Name of the Directors</b>	<b>Ratio to Median Remuneration</b>
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mrs. Geetanjali Bansal, Non Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non Executive Independent Director	Nil

- b) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

<b>Name of the persons</b>	<b>% Increase in Remuneration</b>
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mrs. Geetanjali Bansal, Non Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non Executive Independent Director	Nil
Mrs. Preeti Sharma, Company Secretary	Nil
Ms. Sheetal Chhabra, CFO	-
Mr. D.K. Mahawar, CEO	-

- c) **The percentage increase in the median remuneration of employees in the financial year- Nil**
- d) **The number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2018- Nil**
- e) **The explanation on the relationship between average increase in remuneration and Company performance;**

The increase in remuneration is in the line with the market trends in order to ensure that remuneration reflects company performance, the performance pay is linked to the organization performance.

- f) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;**

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2017-18	2,76,985
Revenue from Operations	59,66,485
Remuneration (as % of revenue)	4.64
Remuneration (as % of PBT)	(34.26)

**(g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;**

The Market Price of the Company on 31.03.2018 is Rs. 3.26 and on 31.03.2017 was Rs. 1.50  
The Earning per share of the Company on 31.03.2018 is Rs. -0.16 and on 31.03.2017 was Rs. -0.0063.  
Hence, the Price earning ratio of the Company was -20.375 at 31<sup>st</sup> March, 2018 and was 238.09 as at 31<sup>st</sup> March, 2017.

The Market Capitalisation as on 31.03.2018 is Rs. 1,63,34,252.82 (Share Price Rs. 3.26 Per equity Share) while as on 31.03.2017 it was Rs. 75,15,760.5 (Share Price Rs. 1.50 Per equity share).

**(h) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration.-Nil**

**(i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

Particulars	Mrs. Preeti Sharma, Company Secretary
Remuneration	2,76,985
Revenue	59,66,485
Remuneration (as % of Revenue)	4.64
Profit before tax (PBT)	(8,08,352)
Remuneration (as % of PBT)*	(34.26)

**(j) the key parameters for any variable component of remuneration availed by the directors;**

There are no variable components of salary paid in 2017-18 linked with the performance of the Company for the said managerial personnel.

**(k) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

There is no such employee being paid higher than the highest paid director.

**(i) Affirmation that the remuneration is as per the remuneration policy of the Company**

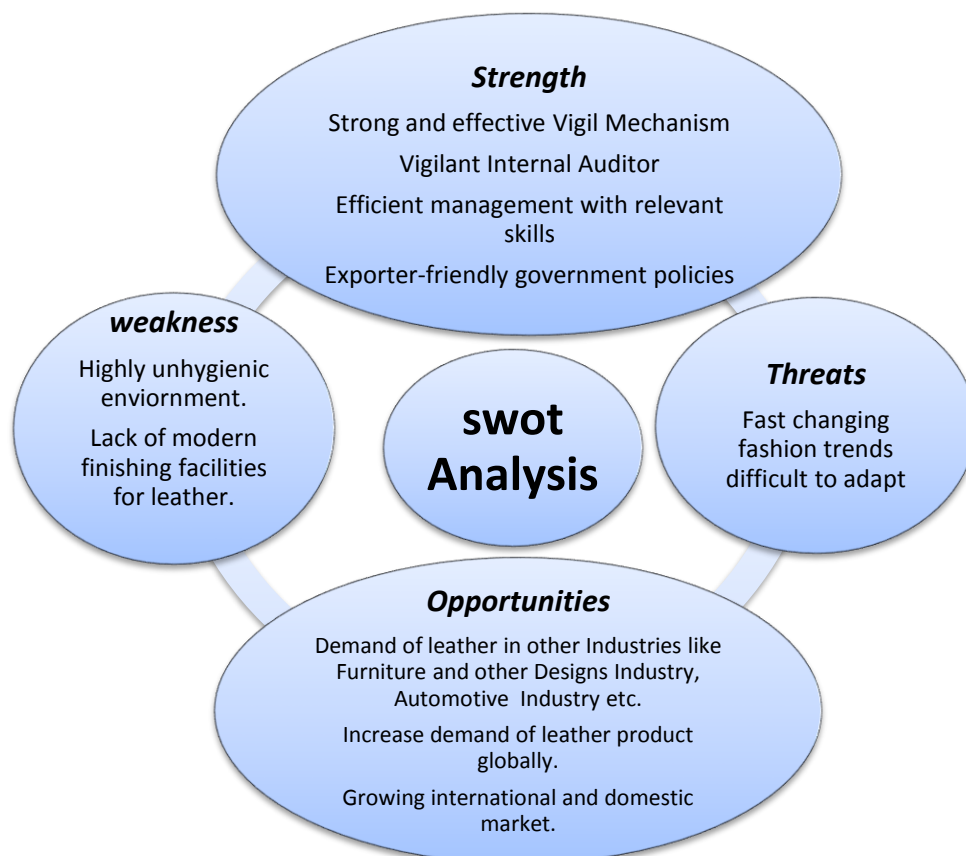
The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The leather industry occupies a place of prominence in the Indian economy in view of its massive potential for employment, growth and exports. There has been an increasing emphasis on its planned development, aimed at optimum utilisation of available raw materials for maximising the returns, particularly from exports.

India's leather industry has grown drastically, transforming from a mere raw material supplier to a value-added product exporter. Total leather and leather goods exports from India stood at US\$ 1.36 billion during April 2017-March 2018. These sectors provide immense opportunities for creation of jobs for the weaker sections, especially for women, and can become vehicles for broader social transformation in the country, a government release stated. Although there were many fluctuations in the market during the period in review because of the recession all over the globe which causes decrease in the export. The Company has taken various steps to promote company's products all over the world and it is being done in line with global trends to enhance scale, global competitiveness and financial flexibility and also to contribute towards achievement of company's objective and to increase revenue, production volume, market shares and shareholder's returns.



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

Your company mainly operates in single product segment, within domestic and global market. The management of your company has continuously reviewed the performance and they found it quite

satisfactory. The business is expected to grow in the coming years. However, highlights of the financial performance of the company are given below.

#### **OUTLOOK & THREATS, RISK & CONCERNS:**

The areas of operations of the Company are largely challenged by the players from the unorganized body having lesser stakes into the Business. Goods and Service Tax, Act and other law reforms has little bit hampered the growth and confidence into the market. However, with the strong team in place of the Professionals, the Company is poised to meet all the challenges and the Board is confident to meet all the challenges to which the Company may be exposed. The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

#### **INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY**

The Company has a well-established and comprehensive internal control system. Documents, policies and authorization guidelines comply with the level of responsibility and standard operating procedures specific to the respective businesses. Observation made in internal audit reports on business processes, systems, procedures and internal control and implementation status of recommended remedial measures by Internal Auditors are regularly presented to and reviewed by the Audit Committee of the Board. The system of internal control is being improved to ensure that all assets are safe and protected against loss from unauthorized use or disposition, and that all transactions are authorized, recorded and reported correctly. The Company regularly conducts internal check, using external and internal resources to monitor the effectiveness of internal control in the organization. It strictly adheres to corporate policy with respect to financial reporting and budgeting functions. The Audit Committee of the Board of Directors deals with significant control issues and instructs further areas to be covered.

#### **FINANCIAL PERFORMANCE**

The table below gives an overview of the financial results for 2017-18 and 2016-17.:

(In Rs.)

<b>PARTICULARS</b>	<b>2017-18</b>	<b>2016-17</b>
<b>Revenue from Operation</b>	59,66,485.00	69,16,631.00
<b>Other Income</b>	1,57,013.00	1,59,098.00
<b>Expenses</b>	69,31,850.00	70,44,288.00
<b>Profit before tax</b>	(8,08,352.00)	31,501.00
<b>Tax expense</b>		
<b>Current Tax</b>	4,325.00	5,830.00
<b>Minimum Alternate Tax</b>		(5,830.00)
<b>Profit after tax</b>	(8,12,677.00)	31,501.00
<b>EPS</b>	(0.16)	0.0063

**HUMAN RESOURCE DEVELOPMENT**

Human resource remains a cornerstone of your company. The Company also recognizes the importance of providing training and development opportunities to its people to enhance their skills and experiences, which in turn enables the Company to achieve its business objectives. Personnel developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential. The Company recognizes that its employees are its principal assets and that its continued growth is dependent upon the ability to attract and retain quality people.

**CAUTIONARY STATEMENT**

Certain statements in the Management Discussion and Analysis section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

## **Corporate Governance Report**

Our Company is committed to good corporate governance, which promotes the long-term interests of shareowners, strengthens Board and management accountability and helps build public trust in the Company.

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is, essentially, a philosophy. It includes not only the regulatory and legal requirements, but also the deliberate practices developed by the company to protect the best interests of all stakeholders of the Company. Corporate governance is a strong and sustainable framework. It is this framework which cultivates a high level of business ethics with effective supervision, transparency and accountability at all levels. A good corporate governance framework incorporates a system of vigorous checks and balances between Key players; namely, the Board, the management, auditors and various stakeholders. The role and responsibilities of each entity must be clearly understood and transparency must be enforced at each level and at all times.

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

### **2. BOARD OF DIRECTORS**

The Company has an optimum combination of Executive, Non Executive and Independent directors, having a pool of collective knowledge from various disciplines, Finance, Business Management, and Corporate planning etc, on its Board. The Board of Directors of your Company comprises of five Directors out of which, two Independent Directors, one Non-Executive Director and one Executive Director belongs to Promoter category.

The Board of Directors and its committees meet at regular Intervals.

Mr. Satish Kumar Gupta, Non-Executive Director held 2,00,150 equity shares of the Company.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of various familiarization programmes provided to the Directors of the Company is available on the Company's website [www.unimodeoverseas.in](http://www.unimodeoverseas.in)

#### **Number of Board Meetings:**

The meetings of the Board of Directors are generally held at the Registered Office of the company. Meetings are generally scheduled well in advance. The board meets at least once a quarter to review the quarterly performance and the financial results. The company secretary, in consultation with the Chairman, prepares the detailed agenda for the meetings. The board papers are circulated to the directors in advance. The members of the board have access to all information of the Company.

During the year under review, six Board Meetings were held on 29<sup>th</sup> May, 2017, 10<sup>th</sup> July, 2017, 12<sup>th</sup> August, 2017, 28<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, and 14<sup>th</sup> February, 2018. The maximum time-gap between any two consecutive meetings did not exceed One Hundred Twenty days.



All the Directors have informed your Company periodically about their Directorship and Membership on the Board Committees of other companies. As per disclosure received from Director(s), none of the Directors holds Membership in more than ten (10) Committees and Chairmanship in more than five (5) Committees.

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other companies of the Directors of the Company are detailed below:

Name of the Director	Category	Attendance at the Last AGM	No. of Board Meetings Held	No. of Board Meetings Attended	Number of Other		
					Directorships*	Committee Membership	Committee Chairmanship
<b>Vikas Munjal</b>	Non-Independent, Executive	Yes	6	4	-	-	-
<b>Ashish Goel</b>	Non-Independent, Executive	Yes	6	6	-	-	-
<b>Satish Kumar Gupta</b>	Non-Independent, Non-Executive	Yes	6	6	-	-	-
<b>Sanjeev Pahwa**</b>	Non-Independent, Executive	N.A.	-	-	-	-	-
<b>Geetanjali Bansal</b>	Independent, Non-Executive	Yes	6	6	-	-	-
<b>Rakesh Wadhawan</b>	Independent, Non-Executive	Yes	6	6	-	-	-

\*Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

\*\* Mr. Sanjeev Pahwa was appointed as an additional director on 29.05.2018.

Video/tele-conferencing facilities are also used to facilitate Directors travelling / residing abroad or at other locations to participate in the meetings.

### Board's Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

**Resume of the Directors proposed to be appointed**

The brief resume of directors seeking appointment/re-appointment is appended in the Notice for convening the Annual General Meeting (AGM).

**Code of Conduct for Board members and Senior Management**

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

**Limit on Number of Directorship**

None of the Director of the Company is Director in more than 20 Companies, Member of more than 10 Committees or is acting as Chairman of more than 5 Committees.

**3. COMMITTEES OF THE BOARD**

To enable better and more focused consideration on the affairs of the Company, the board delegates particular matters to committees of the directors set up for the purpose. These specialist committees prepare the groundwork for decision-making and report at the subsequent board meeting. The board is assisted by various committees – Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee - all chaired by an independent director. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

**a. Audit Committee**

As on date, the Audit Committee comprises of three (3) Directors. The members of the Audit Committee are Mrs. Geetanjali Bansal, Mr. Rakesh Wadhawan and Mr. Vikas Munjal, all of whom possess accounting and financial management expertise/ exposure. During the year there was no change in the composition of the committee.

The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the period under review, the Audit Committee met 4 times. The Composition of the Audit Committee and attendance at its meetings are as follows:

Name	Category	Number of Meetings during the Financial Year 2017-18	
		Held	Attended
Mrs. Geetanjali Bansal (Chairman)	Independent Director	4	4
Mr. Vikas Munjal (Member)	Non-Independent Director	4	4
Mr. Rakesh Wadhawan (Member)	Independent Director	4	4

Four Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows: - 25<sup>th</sup> May, 2017, 10<sup>th</sup> August, 2017, 10<sup>th</sup> November, 2017 and 12<sup>th</sup> February, 2018.

The company secretary acts as the secretary to the committee. Quarterly Reports are sent to the members of the Committee on matters relating to the Insider Trading Code. The previous Annual General Meeting (“AGM”)

of the Company was held on September 27, 2017 and was attended by Mrs. Geetanjali Bansal, Chairman of the audit committee.

The Committee's composition meets with all requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

**The terms of reference of the audit committee are broadly as under:**

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- The audit committee shall review the information required as per SEBI Listing Regulations.

**The terms of reference of the Insider Trading Code adopted by the Company in FY 2016-17, the Committee considers the following matters:**

- To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
- To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
- To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

**The Audit Committee shall mandatorily reviewed the Following information**

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- statement of deviations:
  - i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

**b. Nomination and Remuneration Committee**

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

**The broad terms of reference of the nomination and remuneration committee are as under:**

- Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the
- Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.

- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

**The Composition of the Remuneration Committee and attendance at its meeting is as follows.**

Name	Category	Number of Meetings during the Financial Year 2017-18	
		Held	Attended
Mrs. Geetanjali Bansal (Chairman)	Independent Director	2	2
Mr. Satish Kumar Gupta (Member)	Non-Independent Director	2	2
Mr. Rakesh Wadhawan (Member)	Independent Director	2	2

Two nomination and remuneration committee meetings were held. The dates on which the said meetings were held are as follows:

14<sup>th</sup> February, 2018 & 31<sup>st</sup> March, 2018.

The Company does not have any Employee Stock Option Scheme

The Remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis - a - vis the industry, the responsibility shouldered, performance/track record and is decided by the Board of Directors.

### **Nomination and Remuneration Policy**

Pursuant to Regulation 19 of SEBI Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

a) **Selection Criteria for Directors:** The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- **Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.
- **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
- **Conflict of Interest:** The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.
- **Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.

- **Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

**b) Selection Criteria for Senior Management:** As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

- **Remuneration for Directors, KMP and other Employees:** The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:
  - **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
  - **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behaviour that is aligned to sustainable value creation.
  - **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.
- **Performance Evaluation:** The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the month of April every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:
  - a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
  - b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
  - c) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

### Remuneration of the Directors

During the Financial Year ended 31<sup>st</sup> March, 2018, the Company has not paid any remuneration/Sitting Fees to its Directors.

### c. Stakeholders Relationship Committee

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

#### The broad terms of reference of the stakeholders' relationship committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice /annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

Four meetings of the stakeholders' relationship committee were held during the year on May 25, 2017, August 10, 2017, November 10, 2017 and February 12, 2018. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the Financial Year 2017-18	
		Held	Attended

Mr. Satish Kumar Gupta (Chairman)	Non-Independent, Non-Executive	4	4
Mr. Vikas Munjal (Member)	Non-Independent, Executive Director	4	4
Mr. Ashish Goel (Member)	Non-Independent Executive Director	4	4

The details of investor complaints received and resolved for the Financial Year 2017-18, is as under:

No. of Investor Complaints received	No. of Investor Complaints resolved	No. of Investor Complaints pending
5	4	1

#### Compliance Officer

Mrs. Preeti Sharma, Company Secretary, is the Compliance Officer of the Company and can be contacted at:  
Unimode Overseas Limited and Reduced,  
304A/10178, IIIrd Floor, Ravinder Plaza,  
Abdul Aziz Road, Karol Bagh, New Delhi-110005  
E-mail: unimodeoverseaslimited@gmail.com

Complaints or queries relating to the Shares can be forwarded to the Company's Registrar and Transfer Agents -**M/s Skyline Financial Services Private Limited** at [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

#### d. Risk Management Committee

The Board has constituted the Risk Management Committee as per the requirements of the Companies Act, 2013 along with applicable Rules and requirements of the Listing Agreement.

The Risk Management Committee lays down procedures

- A) To inform Board members about the risk assessment and minimization procedures.
- B) Framing, implementing and monitoring the risk management plan for the company.
- C) Any other matter that may be entrusted to the Committee by the Board.

Composition	Category	Number of Meetings during the Financial Year 2017-18	
		Held	Attended
Mr. Vikas Munjal (Chairman)	Director	1	1
Mr. Satish Kumar Gupta (Member)	Director	1	1
Mr. Ashish Goel (Member)	Director	1	1

The frequency, agenda, duration, etc., for meetings of Risk Management Committee shall be as set by the Chairman of the Committee. The Company has established effective risk assessment and minimization procedures, which are reviewed by the Board periodically. The procedures comprise of an in-house exercise on Risk Management, carried out periodically by the Company, including the functioning of a structure to identify and mitigate various risks faced by the Company from time to time.

The structure also comprises of risk identification and assessment by the concerned departments, identification of controls in place/ mitigation process in place, updating of risk registers by various departments if required. These reports are consolidated and presented by the Chairman, to the Board of the Company. Your Company adopts the methods and process to assess and analyze risk holistically, identifies all compliance requirements and proactively develops measures to comply with such requirements.

Your Company by identifying and proactively addressing risks and opportunities, protects and creates value for stakeholders, including owners, employees, customers, regulators, and society overall. A detailed report on risk management is provided herewith in this Annual Report.

#### 4. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on January 20, 2017, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### 5. GENERAL BODY MEETINGS

##### Annual General Meetings

Details of the AGM held in the last three years along with special resolutions passed thereat:

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolution passed
2015-2016	Monday, 28 <sup>th</sup> September, 2015 at 2.00 P.M	143, Swarna Park, Mundka, Delhi - 110041	• No special resolution was passed during the financial year- 2015-2016.
2016-2017	Friday, 30 <sup>th</sup> September, 2016 at 3.00 P.M	143, Swarna Park, Mundka, Delhi - 110041	• No special resolution was passed during the financial year- 2016-2017.
2017-2018	Wednesday, 27 <sup>th</sup> September, 2017 at 3.00 P.M	Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005	• No special resolution was passed during the financial year- 2017-18.

##### Extra- Ordinary General Meetings

No Extra- Ordinary General Meetings was held by the Company during the year 2017-18.

##### Postal Ballot

No resolutions were passed by postal ballot in the year under review. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

#### 6. DISCLOSURES

##### ➤ Related Party Transactions

Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large.

##### ➤ Details of non-compliance(s) by the Company:

Your Company has complied with all the requirements of the Stock Exchange(s) and the Securities Exchange Board of India on matters related to Capital Markets or any other matter, as may be applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

##### ➤ Accounting treatment in preparation of financial statements

The Financial Statements for the financial year 2017-18 have been prepared as per the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013.



➤ **Risk Management**

Your Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

➤ **Code for Prevention of Insider Trading Practices**

The Company has instituted a comprehensive Code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The objective of this Code is to prevent purchase and/or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors and designated employees are completely prohibited from dealing in the Company's shares when the Trading Window is closed. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company and enlists the consequences of any violations.

➤ **Policy**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The Company has also adopted Policy on Determination of Materiality for Disclosures and Policy for Preservation of Documents.

The said policies have been also put up on the website of the Company at the following link:

<http://www.unimodeoverseas.in/policies1.php>

➤ **Code of Conduct**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., [www.unimodeoverseas.in](http://www.unimodeoverseas.in). All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2018.

➤ **Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

➤ **CEO/CFO Certification**

CEO & CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2018 which is annexed to this Report.

➤ **Management Discussion and Analysis Report**

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

➤ **The Auditor's certificate on Corporate Governance is enclosed.**

## 7. MEANS OF COMMUNICATION

- (a) The quarterly/half-yearly/annual financial results are generally published in the English and Hindi Newspapers i.e. Jansatta & Financial Express.
- (b) The results of the Company are also posted up on the Company's corporate website: [www.unimodeoverseas.in](http://www.unimodeoverseas.in).
- (c) All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- (d) Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.

## 8. GENERAL SHAREHOLDERS' INFORMATION

<b>26<sup>th</sup> AGM</b>	
<b>Date</b>	27 <sup>th</sup> September, 2018
<b>Time</b>	3.00 P.M
<b>Venue</b>	Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005
<b>Financial Calendar</b>	
<b>Year ending</b>	March 31, 2018
<b>AGM in</b>	
<b>Date of Book Closure/Record Date</b>	Saturday, September 22, 2018 to Thursday, September 27, 2018 (both days inclusive)
<b>Financial Year</b>	The financial year of the Company covers the financial period from April 1 to March 31. During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates: 1st Quarter Results : August 12, 2017 2nd Quarter Results : November 14, 2017 3rd Quarter Results : February 14, 2018 4th Quarter & Annual Results : May 29, 2018
<b>Listing on Stock Exchanges</b>	Bombay Stock Exchange
<b>Registrar and Transfer Agent</b>	M/s Skyline Financial Services Pvt. Ltd. Contact Person: Mr. Virender Rana Address: D-153-A, 1 <sup>st</sup> Floor Okhla Industrial Area Phase-1 New Delhi-110020 <b>Tel. :</b> 011-26812682,83, 011-64732681 to 88 <b>Fax :</b> 011-26812682 E-mail: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">http:// www.skylinerta.com</a>
<b>Stock Codes</b>	ISIN (Equity Shares) in NSDL & CDSL: INE348N01026 BSE Code : 512595
<b>Corporate Identification Number</b>	Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L51909DL1992PLC048444

### Market Price Data

The Company Listed on Bombay Stock Exchange. The monthly high and low prices of your Company's shares at BSE for the year ended 31<sup>st</sup> March, 2018 are given as follows:

Month	High Price	Low Price
Apr-17	1.47	1.37
May-17	1.64	1.37

Jun-17	2.49	1.72
Jul-17	-	-
Aug-17	2.35	2.28
Sep-17	-	-
Oct-17	-	-
Nov-17	-	-
Dec-17	-	-
Jan-18	3.66	2.79
Feb-18	4.03	3.45
Mar-18	3.80	3.26

### Share Transfer System:

The Company's share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders and Investors Grievance Committee. The Committee has delegated the authority for approving share transfer, transmission etc. The details of transfers/transmission so approved from time to time, is placed before the Shareholders'/Investors' Grievances Committee. The share transfer process is reviewed by the said committee.

The Company submitted, the half-yearly certificate of compliance, duly signed by both the compliance officer of the Company and authorized representative of the Share transfer agent as required under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges within the stipulated time period.

### Details of Non-Compliance:

The Company has complied with the various requirements of the Stock Exchange, SEBI, Companies Act, 2013 and other statutory authorities on all matters related to Company during the year. However, the Company has paid the following penalties which have occurred in the Financial Year 2016-17:

The Company has received the show cause notice on 4<sup>th</sup> July, 2016 under SEBI Act, 1992 and SEBI (Prohibition of Insider Trading) Regulations 1992, for which the Company filed the consent application for settlement in Form A on 26<sup>th</sup> August, 2016 alongwith the demand draft of Rs. 10,000/-. The Company proposed Rs. 2,00,000/- towards the settlement charges which was accepted by the SEBI. The Company paid the settlement amount of Rs. 2,00,000/- towards the settlement terms on 16<sup>th</sup> May, 2017.

On 31<sup>st</sup> March, 2016 the Company received the Notice from BSE for late/non-submission for some of the Clauses/Regulations of the erstwhile Listing Agreement/ Listing Regulations, 2015 as per SEBI Circulars dated 30<sup>th</sup> September, 2013 and 30<sup>th</sup> November, 2015 for which the BSE imposed the penalty of Rs. 3,84,513/-. The Company paid the penalty amount of Rs. 393547.25/- (along with all charges and interest) on 29<sup>th</sup> June, 2017.

### SEBI Complaints Redressal System (Scores):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

### Shareholding Pattern of Shares as on 31<sup>st</sup> March, 2018

Category	No. of Shares	% of Shares
Promoters		

☑ Individuals	1335230	26.65
☑ Body Corporates	-	-
<b>Total</b>	<b>1335230</b>	<b>26.65</b>
<b>Public Shareholding</b>		
☑ Fin Inst.	500	0.01
☑ Body Corporates	68628	1.37
☑ Individuals	3021746	60.31
☑ Others	584403	11.66
<b>Total</b>	<b>3675277</b>	<b>73.35</b>

### Distribution of Shareholding

The distribution of shareholding as on 31<sup>st</sup> March, 2018 is given below:

Range of Shares	Number of Shares	% of Total Shares	Number of Shareholders	% of Total Shareholders
1 to 500	2836663	56.61	22025	97.31
501 to 1000	313650	6.26	397	1.75
1001 to 2000	193733	3.87	138	0.61
2001 to 3000	64096	1.28	26	0.11
3001 to 4000	56300	1.12	17	0.08
4001 to 5000	56600	1.13	12	0.05
5001 to 10000	67735	1.35	10	0.04
Greater than 10000	1421730	28.37	8	0.04
<b>Total</b>	<b>5010507</b>	<b>100.00</b>	<b>22633</b>	<b>100.00</b>

### List of Top 10 Shareholders of the Company as on March 31, 2018

Sr. No	Name of the Shareholder	Number of Shares	% of Shareholding
1	Vikas Munjal	458223	9.15
2	Ashish Goel	433157	8.68
3	Madhu Goyal	243700	4.86
4	Satish Kumar Gupta	200150	3.99
5	Sandeep Tandon	30800	0.61
6	Shirish Joshi	28900	0.58
7	Manoj Kumar Sachdeva	14500	0.29
8	Mahendra Singhvi	12300	0.25
9	Viral Praful Jhaveri	10000	0.20
10	Raj Kishore HUF	9150	0.18

### Dematerialization of Shares

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2018, is given below:

Particular	Number of Shares	%
Physical Segment	33,80,430	67.47

Demat Segment		
NSDL	13,29,645	26.53
CDSL	3,00,432	6.00
<b>Total</b>	<b>50,10,507</b>	<b>100</b>

**Address for correspondence:**

The Shareholders may send their grievances/queries to the Registrar & Share Transfer Agent at their address mentioned above or to the Company at:

**M/s Unimode Overseas Limited And Reduced**

Registered Address:

304A/10178, IIIrd Floor, Ravinder Plaza,  
Abdul Aziz Road, Karol Bagh, New Delhi-110005

Email Id- [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)

Website: [www.unimodeoverseas.in](http://www.unimodeoverseas.in)

**Green Initiative In Corporate Governance**

Pursuant to Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, Ministry of Corporate Affairs (MCA) has launched "Green Initiative in Corporate Governance" whereby the companies are allowed to send notices, documents and other communication to the shareholders in electronic mode.

Your Company encourages its shareholders to support the "Green Initiative" by registering their email addresses with their respective depositories/ Company's Registrar and Transfer Agent and intimate changes in the email address from time to time.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17 (5) SEBI (LSITING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015**

In accordance with Regulation 17 of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on March 31, 2018.

**For Unimode Overseas Limited And Reduced**

Place: New Delhi

Date: 01.09.2018

**D.K. Mahawar**

**CEO**

**PAN: COPPM8600H**

**CEO/ CFO Certification**

The Board of Directors,  
M/s Unimode Overseas Limited And Reduced  
New Delhi

We, D.K. Mahawar, CEO and Diksha Sharma, CFO of M/s Unimode Overseas Limited And Reduced, responsible for the finance functions certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 2017-18 and 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) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i. There has not been any significant changes in internal control over financial reporting during the year ;
  - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
  - iii. We are no aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Unimode Overseas Limited And Reduced**

Place: New Delhi  
Date: 29.05.2018

**D.K. Mahawar**  
**CEO**  
**PAN: COPPM8600H**

**Diksha Sharma**  
**CFO**  
**PAN: FUZPS3666**

**Certificate on Corporate Governance**

To the Members of  
M/s Unimode Overseas Limited And Reduced

We have examined the compliance of conditions of Corporate Governance by M/s **Unimode Overseas Limited And Reduced** ("the Company") for the year ended on March 31, 2018, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of 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 complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulation.

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.

Date: 01.09.2018  
Place: New Delhi

**Anurag Sharma**  
**Company Secretary**  
**Membership Number: ACS 49448**  
**Certificate of Practice No.: 17972**

## **INDEPENDENT AUDITORS' REPORT**

**To**  
**The Members of UNIMODE OVERSEAS LIMITED AND REDUCED**

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **UNIMODE OVERSEAS LIMITED AND REDUCED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss and Cash Flow Statement and statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Ind AS financial statements').

### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design procedures that are appropriate in the circumstances, an audit also includes evaluating the



appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2018, and its losses and its cash flows and changes in equity for the year ended on that date.

### **Emphasis of Matter**

Attention is drawn to **Note 26** in the financial statements which indicates that the Company has accumulated losses, as a result its net worth has been substantially eroded. The Company has also incurred a net loss/net cash loss during the year. However financial statements has been prepared on a going concern basis for the reasons stated in the note

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 1**, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and 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, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on 31<sup>st</sup> March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018, from being appointed as a director in terms of section 164(2) of the Act.
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure 2**"; and

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There are no items which required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Sunil Kumar Gupta & Co.**

Chartered Accountants

Firm's Registration No.: 003645N

**Sunil Kumar Gupta**

Partner

Membership No: 82486

Place: New Delhi

Date: 29.05.2018

**Annexure – 1 TO INDEPENDENT AUDITORS' REPORT**

**(Annexure referred to in our report of even date to the members of Unimode Overseas Limited and Reduced, on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2018).**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company does not have any fixed assets during the year; accordingly clause 3(i) of the said order is not applicable.
- (ii) There are no inventories available with the company hence the provision of clause 3(ii) of the said order is not applicable to the company.
- (iii) According to the information and the explanations given to us, the company has not granted any unsecured loans to the companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respects of granting loans and making investments. The company has not provided any guarantee and security in terms of section 185 and 186 of the Companies Act, 2013.
- (v) According to the information given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 or any relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) from time to time.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities as on 31<sup>st</sup> March, 2018 and no dues are outstanding 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 are no dues in respects of sales tax, wealth tax, service tax, duty of customs, duty of excise and value added tax wherever applicable to the company which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, clause 3(viii) of the Order is not applicable.

- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were raised, other than temporary deployment pending litigation.
- (x) According to the information and explanation given to us and as represented by the management and based of our examination of the books and records of the company and in accordance with the generally accepted auditing practices in India, we have been informed that no case of frauds has been committed on or by the company or by its officers or employees during the year.
- (xi) In our opinion and according to the information and explanations given to us, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, and where applicable the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private allotment of shares or fully or partly convertible debenture during the year. Accordingly, the provisions of clause 3(xiv) of the order are not applicable to the company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as covered under section 192 of the Companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

**For Sunil Kumar Gupta & Co.**

Chartered Accountants

Firm's Registration No.: 003645N

**Sunil Kumar Gupta**

Partner

Membership No: 082486

Place: New Delhi

Date: 29.05.2018

**Annexure – 2 TO INDEPENDENT AUDITORS' REPORT**

**(Annexure referred to in our report of even date to the members of Unimode Overseas Limited and reduced, on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2018).**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **UNIMODE OVERSEAS LIMITED AND REDUCED** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and the components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company and the components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India(ICAI).

### **For Sunil Kumar Gupta & Co.**

Chartered Accountants

Firm's Registration No.: 003645N

### **Sunil Kumar Gupta**

Partner

Membership No: 082486

Place: New Delhi

Date: 29.05.2018

<b>UNIMODE OVERSEAS LIMITED AND REDUCED</b>				
304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005				
CIN:L51909DL1992PLC048444				
Balance Sheet as at 31st March 2018				
<b>Amount in INR</b>				
Particulars	Note	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>I. ASSETS</b>				
<b>1. Non Current Assets</b>				
(a) Property, Plant and Equipment		-	-	-
(b) Capital work in progress		-	-	-
(c) Financial Assets				
- Investments		-	-	-
- Other financial assets	3	202,500	202,500	202,500
(d) Deferred Tax Assets (net)		-	-	-
(e) Other Non-Current Assets		-	-	-
<b>Total Non Current Assets (A)</b>		<b>202,500</b>	<b>202,500</b>	<b>202,500</b>
<b>2. Current Assets</b>				
(a) Inventories		-	-	-
(b) Financial Assets				
- Trade Receivables	4	-	5,625,500	-
-Cash and Cash Equivalents	5	79,335	125,564	186,009
-Bank balances other than cash and cash equivalents		-	-	-
-Other Current Financial Assets	6	698,095	1,294,705	1,230,842
(c) Other Current Assets	7	553,946	328,747	227,947
<b>Total Current Assets (B)</b>		<b>1,331,376</b>	<b>7,374,516</b>	<b>1,644,798</b>
<b>TOTAL ASSETS ( A+ B)</b>		<b>1,533,876</b>	<b>7,577,016</b>	<b>1,847,298</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>1. Equity</b>				
(a) Equity Share Capital	8	5,010,507	50,105,070	50,105,070
(b) Other Equity	9	(5,049,903)	(49,331,789)	(49,363,290)
<b>Total Equity (A)</b>		<b>(39,396)</b>	<b>773,281</b>	<b>741,780</b>
<b>2. Non Current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings		-	-	-
(b) Provisions		-	-	-
(c) Deferred Tax Liabilities ( net )		-	-	-
<b>Total Non Current Liabilities ( B)</b>		<b>-</b>	<b>-</b>	<b>-</b>

<b>3. Current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings		-	-	-
- Trade Payables	10	-	5,574,502	-
- Other Financial Liabilities		-	-	-
( b ) Other Current Liabilities	11	1,568,947	1,223,403	1,105,518
( c ) Provisions	12	4,325	5,830	-
<b>Total Current Liabilities ( C )</b>		<b>1,573,272</b>	<b>6,803,735</b>	<b>1,105,518</b>
<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>		<b>1,533,876</b>	<b>7,577,016</b>	<b>1,847,298</b>

The accompanying notes are integral part of the financial statements

As per our report of even date

For and on behalf of Board of Directors

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

**Vikas Munjal**

**Ashish Goel**

Director

Director

DIN: 01886826

DIN: 00367103

**Sunil Kumar Gupta**

Partner

Membership no: 82486

**Diksha Sharma**

**Preeti Sharma**

C.F.O

Company Secretary

Place: New Delhi

Date: 29.05.2018



<b>UNIMODE OVERSEAS LIMITED AND REDUCED</b>			
304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005			
CIN:L51909DL1992PLC048444			
Statement of Profit & Loss Account as at 31st March 2018			
Particulars	Note	<u>Amount in INR</u>	
		For the Year ended March 31, 2018	For the Year ended March 31, 2017
I Revenue from operations	13	5,966,485	6,916,631
II Other Income	14	157,013	159,098
<b>III Total Income ( I+II)</b>		<b>6,123,498</b>	<b>7,075,729</b>
<b>IV Expenses</b>			
a) Purchases of stock in trade	15	4,562,611	5,574,502
b) Changes in inventories of finished goods , Work in progress and stock in trade		-	-
c) Excise Duty		-	-
d) Employee benefits expense	16	337,535	461,459
e) Finance costs	17	4,616	920
f) Depreciation and amortization expense		-	-
g) Other Expenses	18	2,027,088	1,007,347
<b>Total Expenses (IV)</b>		<b>6,931,850</b>	<b>7,044,228</b>
<b>V Profit / (Loss) before exceptional items and tax</b>		<b>(808,352)</b>	<b>31,501</b>
VI Exceptional Items		-	-
<b>VII Profit / (Loss) before tax</b>		<b>(808,352)</b>	<b>31,501</b>
<b>VIII Tax Expense:</b>			
a) Current Tax	20	4,325	5,830
b) Adjustment of tax relating to earlier periods		-	-
c) Deferred Tax		-	-
d) Mat Credit Entitlement		-	(5,830)
<b>Total tax expenses ( VIII )</b>		<b>4,325</b>	-
<b>IX Profit / (Loss ) for the period</b>		<b>(812,677)</b>	<b>31,501</b>
<b>X Other comprehensive income</b>			
Items that will not to be reclassified to profit or loss			-

Re-measurement (gains)/ losses on defined benefit plans		-	-
<b>XI Total comprehensive loss for the period ( IX + X )</b>		<b>(812,677)</b>	<b>31,501</b>
<b>Earnings per equity share( Nominal value of Rs. 10 /- per share )</b>			
Basic	19	(0.16)	0.001
Diluted	19	(0.16)	0.001

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of directors

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

**Vikas Munjal**

**Ashish Goel**

Director

Director

DIN 01886826

DIN 00367103

**Sunil Kumar Gupta**

Partner

Membership no: 82486

**Diksha Sharma**

**Preeti Sharma**

Place: New Delhi

C.F.O

Company Secretary

Date: 29.05.2018

<b>UNIMODE OVERSEAS LIMITED AND REDUCED</b>			
304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005			
CIN:L51909DL1992PLC048444			
Statement of Cash Flow for the year ended March 31 <sup>st</sup> , 2018			
(Amount in Rs.)			
	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	<b>Net Profit before tax as per statement of Profit &amp; Loss</b>	(808,352)	31,501
	<b>Adjustments for:</b>		
	- Depreciation and amortisation expense	-	-
	- Retained earning Ind As	-	-
	- Interest Income	(154,190)	(158,833)
	- Finance costs	4,616	920
	<b>Operating profit before working capital changes</b>	<b>(957,926)</b>	<b>(126,412)</b>
	<b>Adjustments for :</b>		
	Increase/(Decrease) in Trade Payables	(5,574,502)	5,574,502
	Increase/(Decrease) in Other Current Liabilities	345,544	117,885
	Increase/(Decrease) in Other Financial Liabilities	-	-
	Increase/(Decrease) in Provisions	-	-
	Increase/(Decrease) in Short Term Provisions	-	-
	(Increase) / Decrease in Trade Receivables	5,625,500	(5,625,500)
	(Increase) / Decrease in Other Financial Assets	596,610	-
	(Increase) / Decrease in other Non Current Assets	-	-
	Increase / ( Decrease ) in Inventories	-	-
	(Increase) / Decrease in Short Term Advances	-	-
	(Increase )/ Decrease in Other Current Assets	(225,199)	(106,630)
	<b>Cash generated from operations</b>	<b>(189,973)</b>	<b>(166,155)</b>
	Taxes paid	(5,830)	(5,830)
	<b>Net Cash from Operating Activities</b>	<b>(195,803)</b>	<b>(160,325)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Property, Plant & Equipment	-	-

	Sale of Property, Plant & Equipment	-	-
	Interest Income	154,190	158,833
	Movement n Loan & Advances	-	(58,033)
	<b>Net Cash used in Investing Activities</b>	<b>154,190</b>	<b>100,800</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Movemenet in Long term loans (Net )	-	-
	Movement in Short term loans	-	-
	Increase in Share Capital & premium	-	-
	Interest Paid	(4,616)	(920)
	<b>Net Cash from Financing Activities</b>	<b>(4,616)</b>	<b>(920)</b>
	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(46,229)</b>	<b>(60,445)</b>
	<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>125,564</b>	<b>186,009</b>
	<b>Cash and Cash Equivalents at the end of the year</b>	<b>79,335</b>	<b>125,564</b>

As per our report of even date

For and on behalf of the Board of directors

For Sunil Kumar Gupta &amp; Co.

Chartered Accountants

Firm Registration number: 003645N

Vikas Munjal

Ashish Goel

Director

Director

DIN 01886826

DIN 00367103

Sunil Kumar Gupta

Partner

Membership no: 82486

Diksha Sharma

Preeti Sharma

Place: New Delhi

C.F.O

Company Secretary

Date: 29.05.2018

## UNIMODE OVERSEAS LIMITED AND REDUCED

304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

CIN:L51909DL1992PLC048444

## Statement Of Change In Equity For The Year Ended March 31, 2018

(Amount in Rs.)

A.	Equity Share Capital						
	Particulars	Balance as on April 1, 2016	Change s during the year	Balance as on March 31,2017	Balance as on April 1, 2017	Changes during the year	Balance as on 31st March 2018
a)	<b>Authorised Share Capital</b> 525,00,000 (PY 525,00,000) Equity shares of Rs.1/- each	52,500,000	-	52,500,000	52,500,000	-	52,500,000
		52,500,000	-	52,500,000	52,500,000	-	52,500,000
b)	<b>Issued, Subscribed And Fully Paid Up</b> 50,10,507 (PY 50,105,070) Equity shares of Rs.10/- each	50,105,070	-	50,105,070	50,105,070	(45,094,563)	5,010,507
		50,105,070	-	50,105,070	50,105,070	(45,094,563)	5,010,507

B. Other Equity								
Particulars	Equity component of compound financial instruments	Reserves and Surplus				Other comprehensive income		Total
		Securities premium	Capital Subsidy Reserve	Capital Redemption Reserve	Retained earnings	Actuarial Gain / (Loss)	Unrealised Gain	
		<b>Balance as at April 1, 2016</b>						
Balance at the beginning of the reporting period	-	-	-	-	(49,363,290)	-	-	(49,363,290)
Profit for the Current year	-	-	-	-	31,501	-	-	31,501
Securities Premium	-	-	-	-	-	-	-	-
Capital reduction exp w/o during the year	-	-	-	-	-	-	-	-
Transfer from Other comprehensive income to retained earning	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2017</b>	-	-	-	-	<b>(49,331,789)</b>	-	-	<b>(49,331,789)</b>

<b>Balance as at April 1, 2017</b>								
Balance at the beginning of the reporting period	-	-	-	-	(49,331,789)	-	-	(49,331,789)
Profit for the Current year		-	-	-	(812,677)	-	-	(812,677)
Retained earning					-			-
Capital Reduction during the year		-	-	-	45,094,563	-	-	45,094,563
Transfer from Other comprehensive income to retained earning	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2018</b>		-	-	-	<b>(5,049,903)</b>	-	-	<b>(5,049,903)</b>

As per our report of even date

For and on behalf of the Board of directors

For Sunil Kumar Gupta &amp; Co.

Chartered Accountants

Firm Registration number: 003645N

Vikas Munjal

Ashish Goel

Director

Director

DIN 01886826

DIN 00367103

Sunil Kumar Gupta

Partner

Membership no: 82486

Diksha Sharma

Preeti Sharma

Place: New Delhi

C.F.O

Company Secretary

Date: 29.05.2018

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018****Note No. 1: Notes to The Financial Statement****1 GENERAL INFORMATION**

Unimode Overseas Limited and Reduced( " the Company ") a public company domiciled in India was incorporated on 24.04.1992 .The financial statements were approved for issue by the board of directors on May 29,2018.

**Note No. 2 :SIGNIFICANT ACCOUNTING POLICIES****2.1 Basis of Preparation of Financial Statements**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS')as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.Upto the year ended March , 31, 2017 , the Company prepared its financial statements in accordance with the requirements of previous GAAP , which includes Standards notified under Section 133 of the Companies Act , 2013 read together with paragraph 7 of the Companies ( Accounts ) Rules , 2014 . These are the Company's first IND AS financial statements . The date of transition to IND AS is April 1 ,2016 Refer note 37 for the details of first time adoption exemptions availed by the Company.

**2.2** The Company has prepared the opening balance sheet as per Ind AS as of April 1 ,2016 ( the transition date ) by recognising all assets and liabilities whose recognition is required by Ind AS , not recognising assets or liabilities which are not permitted by Ind AS, by reclassifying assets and liabilities from previous GAAP as required by Ind AS , and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company.

**2.3 Summary of Significant Accounting Policies****2.3.1. Current versus non - current classification**

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act , 2013 . Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents , the Company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

**2.3.2. Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**'Cash flow statement**

'Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

### **2.3.3. Financial Assets**

#### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

#### **Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

#### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

### **2.3.4. Impairment**

#### **Financial assets (other than at fair value)**

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### **PPE and intangibles assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

### **2.3.5 Inventories**

Inventories are valued at lower of cost (First in First out) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including all taxes and other levies, transit insurance and receiving



charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **2.3.6 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity/services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **Sale of goods**

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### **Interest Income**

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

#### **Dividend**

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

#### **Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### **2.3.7. Employee benefit expenses**

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund and compensated absences.

#### **(i) Post-employment benefit plans Defined Contribution plans**

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

The Company also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan for qualifying employees. The provident fund is deposited with the Provident Fund Commissioner which is recognized by the Income Tax authorities.

### **Defined benefit plans**

The Company operates various defined benefit plans- gratuity fund and Compensated absence.

The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income/ (expense) on the net defined benefit liability or as set is recognised in the Statement of Profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

### **Short term employee benefit**

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

### **2.3.8. Foreign currency translation**

The functional currency of the Company is Indian rupee. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

### **2.3.9. Borrowing cost**

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

### **2.3.10. Income tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### **Current tax**

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

### **Deferred tax**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

#### **2.3.11. Accounting of provisions, contingent liabilities and contingent assets**

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

#### **2.3.12. Earnings per share (EPS)**

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the

weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

**Financial assets****3 Other financial Assets**

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Delhi Stock Exchange (Refundable)	182,500	182,500	182,500
Sales Tax Deposit-Noida	20,000	20,000	20,000
<b>Total</b>	<b>202,500</b>	<b>202,500</b>	<b>202,500</b>

**4 Trade Receivables**

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>Outstanding for more than six months from the date they are due for payment</b>			
Unsecured, Considered Good	-	-	-
<b>Others</b>			
Unsecured, Considered Good	-	5,625,500	-
	-	<b>5,625,500</b>	-
<b>Total</b>	<b>-</b>	<b>5,625,500</b>	<b>-</b>

**5 Cash and Cash Equivalents**

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Balances with banks			
- in ICICI Bank	5,403	5,403	5,404
- in Kotak Mahindra Bank	56,739	43,861	97,762
Cash on Hand	17,193	76,300.00	82,843
<b>Total</b>	<b>79,335</b>	<b>125,564</b>	<b>186,009</b>

**6 Other Current Financial Assets**

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
-------------	-------------------------	-------------------------	-------------------------

Advance to Others*	688,308	1,284,918	1,226,885
Mat Credit Entitlement	9,787	9,787	3,957
<b>Total</b>	<b>698,095</b>	<b>1,294,705</b>	<b>1,230,842</b>

\* The above advances are given on interest @ 12%

#### 7 Other Current Assets

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>Unsecured , Considered good</b>			
Accrued Interest on Advances	403,200	302,400	201,600
Income Tax Refund (AY 2012-13)	3,947	3,947	3,947
Income Tax Refund (AY 2015-16)	22,400	22,400	22,400
GST Credit	39,399	-	-
TDS Receivable	85,000	-	-
<b>Total</b>	<b>553,946</b>	<b>328,747</b>	<b>227,947</b>

#### 8 Equity Share Capital

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>Authorised</b>			
525,00,000 (PY 525,00,000) Equity shares of Rs.1/- each	52,500,000	52,500,000	52,500,000
	<b>52,500,000</b>	<b>52,500,000</b>	<b>52,500,000</b>
<b>Issued, subscribed and fully paid-up</b>			
50,10,507 (PY 50,105,070) Equity shares of Rs.1/- each	5,010,507	50,105,070	50,105,070
<b>Total</b>	<b>5,010,507</b>	<b>50,105,070</b>	<b>50,105,070</b>

(a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	No of shares	Amount
<b>Equity Shares</b>		
<b>At April 1, 2016</b>	50,105,070	50,105,070
Add: Issued during the period	-	-
<b>At March 31, 2017</b>	50,105,070	50,105,070
Add: Issued during the period	-	-
Less: Reduction during the year	45,094,563	-
<b>At March 31, 2018</b>	<b>5,010,507</b>	<b>50,105,070</b>

**(b) Term/right attached to equity shares:**

The Company has only one class of equity share having a par value of INR 1 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Shareholders holdings more than 5% Share Capital**

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Particulars	As At March 31, 2018 Shares	As At March 31, 2018 % of holding	As At March 31, 2017 Shares	As At March 31, 2017 % of holding
<b>Ashish Goel</b>	433157	8.64%	433157	8.64%
<b>Vikas Munjal</b>	458223	9.15%	458223	9.15%

## 9 Other Equity

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>(A) Retained Earnings</b>			
Opening balance	(49,331,789)	(49,363,290)	(48,614,359)
Net Profit / (loss ) for the year	(812,677)	31,501	(405,931)
Less: Capital reduction expenses w/o during the year	-	-	(343,000)
Add: Capital Reduction during the year	45,094,563	-	-
<b>Closing balance(A)</b>	<b>(5,049,903)</b>	<b>(49,331,789)</b>	<b>(49,363,290)</b>
<b>(B) Securities Premium</b>			
Opening Balance	-	-	-
Securities Premium during the year	-	-	-
<b>Closing balance (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>(5,049,903)</b>	<b>(49,331,789)</b>	<b>(49,363,290)</b>

## Financial liabilities - current

## 10 Trade Payables

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Trade payables	-	5,574,502	-
<b>Total</b>	<b>-</b>	<b>5,574,502</b>	<b>-</b>

**\*Disclosure in relation to Micro and Small enterprises 'Suppliers' as defined in the Micro, Small and Medium Enterprises Development Act, 2006 ('Act').**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum Number as allocated after filing of the said Memorandum. Accordingly, the disclosures below in respect of the amounts payable to such enterprises as at the period end has been made based on information received and available with the Company

As explained by management there is no outstanding balance related to Micro and Small enterprises 'Suppliers' as defined in the Micro, Small and Medium Enterprises Development Act, 2006 ('Act') as at year end.

## 11 Other Current Liabilities

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>Advances from Others</b>			
ARG Builders Limited	250,000	250,000	-
Vishesh Developers Private Limited	100,000	-	-
Shrikripa Finlease and Marketing Pvt. Ltd.	51,085	-	-
Ashish goel	250,000	250,000	250,000
A V Investments	270,000	270,000	270,000
Jitender Singh	-	-	100,000
Mangal Tradex Pvt. Ltd.	200,000	200,000	200,000
Audit Fee Payable	29,500	29,400	32,060
Postage & Courier Expenses Payable	128,735	-	-
Printing & Stationary Expenses Payable	44,334	-	-
Salary payable	4,900	56,450	38,200
Rent payable	120,000	60,000	37,174
RTA Expenses payable	25,050	33,318	78,612
TDS Payable	-	3,173	33,434
Legal Fees Payable	42,588	-	66,038
Reimbursement Expenses towards TDS	21,366	-	-
Ramo Ad Creation	7,812	-	-
Preeti Gupta	23,577	71,062	-
	<b>1,568,947</b>	<b>1,223,403</b>	<b>1,105,518</b>

## 12 Provisions

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Provision for Income Tax	4,325	5,830	-
<b>Total</b>	<b>4,325</b>	<b>5,830</b>	<b>-</b>



**13 Revenue from Operations**

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Sale of Services	964,325	791,131
Sale of Textile goods	5,002,160	6,125,500
	<b>5,966,485</b>	<b>6,916,631</b>

**14 Other Income**

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Interest on Advances	154,190	158,833
Miscellaneous Income	2,823	265
<b>Total</b>	<b>157,013</b>	<b>159,098</b>

**15 Purchases of stock in trade**

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b><u>Purchases</u></b>		
Purchases of Textile goods	4,562,611	5,574,502
<b>Total</b>	<b>4,562,611</b>	<b>5,574,502</b>

**16 Employee Benefits Expense**

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Salaries and Incentive	337,535	461,459
<b>Total</b>	<b>337,535</b>	<b>461,459</b>

## 17 Finance Cost

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Interest on Loan	1,085	-
Bank Charges	3,531	920
<b>Total</b>	<b>4,616</b>	<b>920</b>

## 18 Other expenses

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Administrative &amp; Selling Expenses</b>		
Advertisement expenses	27,678	26,702
Audit fees	29,500	32,200
AGM & EGM Expenses	161,200	220,902
Board Meeting Expenses	33,200	10,565
Conveyance expenses	2,759	1,889
Depository Expenses	52,662	29,643
BSE Listing fee	287,500	229,000
Postage and courier	245,529	4,294
Website Maintenance expenses	5,000	4,500
Legal & Professional Fees	328,100	216,988
Printing & Stationary Expenses	130,603	5,031
Rent	60,000	60,000
Miscellaneous Expenses	28,118	15,549
RTA Expenses	34,091	141,724
Late Fee of BSE Lisiting Fee	-	8,360
BSE Penal Charges	593,548	-
Late Fee of TDS Return	400	-
ROC Expenses	6,000	-
Penalty of ROC	1,200	-
<b>Total</b>	<b>2,027,088</b>	<b>1,007,347</b>

<b>*Detail of Payment to Auditors</b>		
<b>Particulars</b>	<b>For the Year ended March 31, 2018</b>	<b>For the Year ended March 31, 2017</b>
Audit Fee (Statutory and Tax Audit Fees)	29,500	32,200
<b>Total</b>	<b>29,500</b>	<b>32,200</b>

**19 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following data reflects the inputs to calculation of basic and diluted EPS

<b>Particulars</b>	<b>For the Year ended March 31, 2018</b>	<b>For the Year ended March 31, 2017</b>
<b>Net Profit after tax attributable to equity holders</b>	<b>(812,677)</b>	<b>31,501</b>
	<b>(812,677)</b>	<b>31,501</b>
Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS	5,010,507	50,105,070
Face value of Equity Share ( INR )	10.00	10.00
Basic and Diluted	(0.16)	0.00

**20 Current Tax and Deferred Tax**

<b>Particulars</b>	<b>For the Year ended March 31, 2018</b>	<b>For the Year ended March 31, 2017</b>
<b>Current Tax:</b>		
Current income tax:	4,325	-
Adjustments in respect of current income tax of previous period	-	-
<b>Deferred Tax:</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Total</b>	<b>4,325</b>	<b>-</b>

**Income Tax on Other  
Comprehensive Income**

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Current Tax</b>	-	-
<b>Deferred Tax</b>		
Net loss/(gain) on remeasurements of defined benefit plans	-	-
<b>Total</b>	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

**21 Related party transactions**

a) Related party and nature of therelated party relationship with whom transactions have taken place during the year

**a) Key Management Personnel**

Ms. Preeti Sharma(Company Secretary)

Nature of Transactions During the year	Related Party	
	Referred in A Above	
	2017-18	2016-17
<b>Expenditure</b>		
Salary to KMP	276,985	256,900

**22 Fair values**

The carrying value and fair value of financial instruments by category:

**Assets and liabilities carried at amortised cost**

Particulars	Carrying Value			Fair Value		
	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
<b>Financial assets</b>						
Other financial assets	202,500	202,500	202,500	202,500	202,500	202,500

Trade Receivables	-	5,625,500	-	-	5,625,500	-
Cash and cash equivalents	79,335	125,564	186,009	79,335	125,564	186,009
Other current financial assets	698,095	1,294,705	1,230,842	698,095	1,294,705	1,230,842
<b>Total</b>	<b>979,930</b>	<b>7,248,269</b>	<b>1,619,351</b>	<b>979,930</b>	<b>7,248,269</b>	<b>1,619,351</b>
<b>Financial liabilities</b>						
Borrowings	-	-	-	-	-	-
Trade Payables	-	5,574,502	-	-	5,574,502	-
Other Financial Liabilities	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>5,574,502</b>	<b>-</b>	<b>-</b>	<b>5,574,502</b>	<b>-</b>

**There are no assets and liabilities which have been carried at fair value through the profit and loss account.**

**There are no assets and liabilities which have been carried at fair value through the other comprehensive income.**

The management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2018 was assessed to be insignificant.

## 23 Capital Management

The company manages its capital to ensure that entities in the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the capital deployment.

The company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirement are met through equity and long-term/ short-term borrowings.

The company monitors the capital structure on the basis of total debt to equity ratio and maturity of the overall debt portfolio of the Company.

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Debt	1,573,272	6,803,735	1,105,518
Less: cash and cash equivalents	(79,335)	(125,564)	(186,009)

<b>Net Debt (A)</b>	<b>1,493,937</b>	<b>6,678,171</b>	<b>919,509</b>
<b>Equity (B)</b>	5,010,507	50,105,070	50,105,070
<b>Gearing ratio (A/B)</b>	<b>30%</b>	<b>13%</b>	<b>2%</b>

#### 24 **First-time adoption of Ind AS**

These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2015 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

#### **Exemptions applied**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Since there is no change in the functional currency, the company has elected to continue with the carrying value measured under the previous GAAP and use that carrying values as the deemed cost for property, plant and equipment on the transition date.

A previous GAAP revaluation for an item of plant, property and equipment may be used as deemed cost, provided that at the date of revaluation, the revaluation was broadly comparable to fair value, or cost or depreciated cost in accordance with Ind AS.

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements based for embedded leases based on conditions in place as at the date of transition.

The Company has opted to continue with the carrying values measured under the previous GAAP and use that carrying value as the deemed cost for unquoted equity instruments held at 1 April 2016.

25 The amounts and disclosures included in the financial statements of the previous year have been reclassified and regrouped wherever necessary.

26 Although the company has accumulated losses of Rs 50,45,578 as on Balance sheet date in comparison to paid up share capital of Rs. 50,10,507. Further the company has incurred net loss/net cash loss during the current year but satisfactory management plans and forecast exist to mitigate the effects, thereby ensuring the company's ability to continue as going concern

As per our report of even date

For and on behalf of Board of Directors

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

Vikas Munjal

Ashish Goel

Director

Director

DIN 01886826

DIN 00367103

Sunil Kumar Gupta

Partner

Membership no: 82486

Diksha Sharma

Preeti Sharma

Place: New Delhi

C.F.O

Company Secretary

Date: 29.05.2018

## Reconciliation of equity as at 1 April 2016 (date of transition to Ind AS) and 31st March 2017

(Amount in Rs.)

Particulars	Note No.	As at 1st April 2016			As at 31st March 2017		
		As per Local GAAP	Adjustments	As per Ind AS	As per Local GAAP	Adjustments	As per Ind AS
<b>ASSETS</b>							
<b>Non-current assets</b>							
(a) Property, Plant and Equipment		-	-	-	-	-	-
(b) Capital work in progress		-	-	-	-	-	-
(c) Financial Assets							
- Investments		-	-	-	-	-	-
- Other financial assets		202,500	-	202,500	202,500	-	202,500
(d) Deferred Tax Assets (net)		-	-	-	-	-	-
(e) Other Non-Current Assets		-	-	-	-	-	-
<b>Total Non Current Assets (A)</b>		<b>202,500</b>	<b>-</b>	<b>202,500</b>	<b>202,500</b>	<b>-</b>	<b>202,500</b>
<b>Current assets</b>							
Inventories		-	-	-	-	-	-
(a) Financial assets							
- Trade receivables		-	-	-	5,625,500	-	5,625,500
- Cash and Cash Equivalents		186,009	-	186,009	125,564	-	125,564
- Bank Balance other than Cash and Cash Equivalents		-	-	-	-	-	-
- Other current financial Assets		1,230,842	-	1,230,842	1,294,705	-	1,294,705
(b) Other Current Assets		227,947	-	227,947	328,747	-	328,747

		<b>1,644,798</b>	-	<b>1,644,798</b>	<b>7,374,516</b>	-	<b>7,374,516</b>
<b>TOTAL ASSETS</b>		<b>1,847,298</b>	-	<b>1,847,298</b>	<b>7,577,017</b>	-	<b>7,577,016</b>
<b>EQUITY AND LIABILITIES</b>							
(a) Equity Share capital		50,105,070	-	50,105,070	50,105,070		50,105,070
(b) Other Equity							
- Retained earnings		(49,363,290)	-	(49,363,290)	(49,331,789)	-	(49,331,789)
<b>Total equity</b>		<b>741,780</b>	-	<b>741,780</b>	<b>773,281</b>	-	<b>773,281</b>
<b>Liabilities</b>							
<b>Non-current liabilities</b>							
(a) Financial liabilities							
- Borrowings		-	-	-	-	-	-
(b) Provisions		-	-	-	-	-	-
(c) Deferred Tax Liabilities		-	-	-	-	-	-
<b>Total Non Current Liabilities</b>		-	-	-	-	-	-
<b>Current liabilities</b>							
(a) Financial liabilities							
- Borrowings		-	-	-	-	-	-
- Trade payables		-	-	-	5,574,502	-	5,574,502
- Other financial liabilities		-	-	-	-	-	-
(b) Other current liabilities		1,105,518	-	1,105,518	1,223,403	-	1,223,403
(c) Provisions		-	-	-	5,830	-	5,830
<b>Total Current Liabilities</b>		<b>1,105,518</b>	-	<b>1,105,518</b>	<b>6,803,735</b>	-	<b>6,803,735</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,847,298</b>	-	<b>1,847,298</b>	<b>7,577,016</b>	-	<b>7,577,016</b>



## Reconciliation of of profit or loss for the year ended 31 March 2017

Particulars	Note No.	As per Local GAAP	Adjustments	As per Ind AS
<b>Income</b>				
Revenue from Operations		6,916,631	-	6,916,631
Other Income		159,098	-	159,098
<b>Total Income</b>		<b>7,075,729</b>	<b>-</b>	<b>7,075,729</b>
<b>Expenses</b>				
Purchases of stock in trade		5,574,502	-	5,574,502
Changes in inventories of finished goods , work-in-progress and Stock-in-trade		-	-	-
Employee benefit expense		461,459	-	461,459
Finance costs		920	-	920
Depreciation and amortization expense		-	-	-
Other Expenses		1,007,347	-	1,007,347
<b>Total Expenses</b>		<b>7,044,228</b>	<b>-</b>	<b>7,044,228</b>
<b>Profit/(loss) before exceptional items and tax from continuing operations</b>		<b>31,501</b>	<b>-</b>	<b>31,501</b>
<b>Tax Expenses</b>				
Current Tax		5,830	-	5,830
Adjustment of tax relating to earlier periods		-	-	-
Deferred Tax		0	-	-
Mat Credit Entitlement		(5,830)	-	(5,830)
<b>Income Tax Expense</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Profit for the year</b>		<b>31,501</b>	<b>-</b>	<b>31,501</b>
<b>Other Comprehensive Income (OCI)</b>				

<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>				
Re-Measurement gains on defined benefit plans				-
Income Tax effect				-
		-	-	-
<b>Total comprehensive income for the year, net of tax:</b>		<b>31,501</b>	<b>-</b>	<b>31,501</b>

# UNIMODE OVERSEAS LIMITED AND REDUCED

Regd Off: 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

Email ID: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

## 26<sup>th</sup> ANNUAL GENERAL MEETING

### PROXY FORM

#### Form MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Shareholder (s) (In Block Letters)**.....

**Registered Address**.....

**E-mail Id**.....

**Registered Folio No./DP ID & Client ID No.**

I/We, being the Shareholder(s) holding.....shares of Unimode Overseas Limited And Reduced hereby appoint:-

- 1) Name : .....Address .....
- E-mail ID:.....Signature.....or falling  
him/her
- 2) Name : .....Address .....
- E-mail ID: .....Signature.....or falling  
him/her
- 3) Name : .....Address .....
- E-mail ID: .....Signature..... or falling  
him/her

as my / our proxy to attend and vote for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 27<sup>th</sup> day of September, 2018 at 03:00 P.M. at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional ( ✓ )	
		For	Against
Ordinary Business			
1.	Adoption of Annual Accounts of the Company as on 31st March, 2018.		
2.	Ratification of Statutory Auditor of the Company.		
3.	Appointment of Director in place of Retiring Director.		
Special Business			
4.	Appointment of Mr. Sanjeev Pahwa (DIN 02876785) as an Executive Director.		
5.	Consolidation of Shares From Re. 1/- Each To Rs. 10/- Each		
6.	Alteration of the Capital Clause of the Memorandum Of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 not less than 48 hours before the commencement of the AGM i.e. by 03:00 p.m. on 27<sup>th</sup> September, 2018.**

# UNIMODE OVERSEAS LIMITED AND REDUCED

Regd Off: 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

Email ID: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

## 26<sup>th</sup> ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE**

Name of the Shareholder (s) (In Block Letters).....

Registered Folio No./DP ID & Client ID No. ....

No. of Shares held.....

Name of the Proxy, if any (In Block Letters).....

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting (AGM) of the Company being held at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005 on Thursday, 27<sup>th</sup> day of September, 2018 at 03:00 P.M

Signature of the  Shareholder  or Proxy.....

Note: Shareholder/Proxy attending the Annual General meeting (AGM) must bring his/her Admission Slip which should be signed and deposited before entry to the Auditorium.

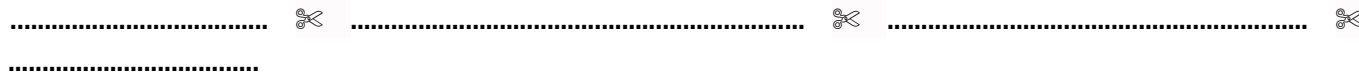


### ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 26<sup>th</sup> AGM will be transacted through remote E-Voting (facility to cast vote a place other than the venue of the AGM).

EVEN (E-voting Event Number)	User ID	Password

Please refer to Note No. 13 of Notice



### REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

Name of the Shareholder (s) (In Block Letters).....

Registered Address.....

E-mail Id.....

Registered Folio No./DP ID & Client ID No.....

Signature of the Shareholder (s).....

# **ROUTE MAP OF AGM VENUE**

