

# Notice

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of **M/s Unimode Overseas Limited** will be held on Monday, 28<sup>th</sup> September, 2015 at 143, Swarna Park, Mundka, Delhi-110041, at 1400 Hours, 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, 2015 including the Audited Balance Sheet as at March 31, 2015 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 Smt Madhu Goyal (DIN: 00100825), who retires by rotation and being eligible offers herself for reappointment.
3. To appoint 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 reappointment 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 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

## **SPECIAL BUSINESS**

4. **To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as a Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Jatinder Kumar Nangia (DIN: 06767274), who was appointed as an Independent Director by the shareholders in its meeting held on 29<sup>th</sup> September, 2014 and who holds office up to the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company to hold office for 1 (One) year for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company."

5. **To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as a Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of 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, Shri. Jitendra Singh (DIN: 02573148), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10<sup>th</sup> December, 2014, 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, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting."

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

### **Registered Office:**

Karol Bagh, New Delhi-110005  
CIN: L51909DL1992PLC048444

Place: New Delhi  
Date: 10.08.2015

**Preeti Sharma**  
**Company Secretary**  
**ACS 34417**

## 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.
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 Thursday, September 24, 2015 to Monday, September 28, 2015 (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. Members are requested to notify any change in their address, if any 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 and to the Depository Participant in respect of the Shares held in Demat form.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 23<sup>rd</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 23<sup>rd</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.
13. Voting Option:
  - 1) **Voting through Electronic Means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means, through the e-voting services provided by NSDL. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

- i. Open email and open PDF file viz; "Unimode Overseas Limited e-Voting. pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- ii. Launch the internet browser and type the following URL: <https://www.evoting.nsd.com>.
- iii. Click on Shareholder – Login.
- iv. Put user ID and password as initial\_password / PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password / PIN with new\_password of your choice with minimum\_8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii. Select "EVEN" (E-Voting Event Number) of Unimode Overseas Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pcsabhishekgupta@gmail.com](mailto:pcsabhishekgupta@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip (for Members whose email addresses are not registered with the Company/Depositories) or requesting physical copy:**

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM:  
EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

**2) Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS:**

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).
- ii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- iii. 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).
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 21<sup>st</sup> September, 2015, are entitled to vote on the Resolutions set forth in this Notice.
- v. The remote e-voting period will commence at 9.00 a.m. on Friday, 25<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Sunday, 27<sup>th</sup> September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2015.
- vii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2015 may obtain the login ID and password by sending an email to [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)

- viii. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be
  - ix. Mr. Abhishek Gupta, Practicing Company Secretary of Abhishek Gupta & Associates has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
  - x. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
  - xi. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited Delhi Stock Exchange, Jaipur Stock Exchange and Madras Stock Exchange where the shares of the Company are listed.
14. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for 2014-15 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.
15. 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).
16. 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**

Shri. Jatinder Kumar Nangia is Independent Directors of the Company and has held the positions as such for 1 (One) year.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to re-appoint Shri. Jatinder Kumar Nangia as Independent Directors under Section 149 of Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 1 (One) year for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company

Shri. Jatinder Kumar Nangia is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has also received declarations from Shri. Jatinder Kumar Nangia that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri. Jatinder Kumar Nangia fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri. Jatinder Kumar Nangia, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are enclosed herewith.

Copy of the draft letters for respective appointments of Shri. Jatinder Kumar Nangia as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri. Jatinder Kumar Nangia is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments.

The relatives of Shri. Jatinder Kumar Nangia may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

### **Item No. 5**

The Board of Directors at their Meeting held on 10<sup>th</sup> December, 2014, appointed Shri. Jitendra Singh (DIN: 02573148), 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,.

Shri. Jitendra Singh is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

Shri. Jitendra Singh is a Graduate in B.A. He has nine year vast experience in the field of Marketing

In the opinion of the Board, Shri. Jitendra Singh fulfill the conditions for appointment as Executive Directors as specified in the Companies Act, 2013.

Brief resume of Shri. Jitendra Singh, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are enclosed herewith.

Copy of the draft letters for respective appointments of Shri. Jitendra Singh as Executive Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. Shri. Jitendra Singh is interested in the resolutions set out respectively at Item Nos. 5 of the Notice with regard to their respective appointments.

The relatives of Shri. Jitendra Singh may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

**DETAIL OF DIRECTOR SEEKING APPOINTMENT**  
(In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Smt Madhu Goyal	Shri Jatinder Kumar Nangia	Shri Jitendra Singh
DIN	00100825	06767274	02573148
Father's Name	Shri Sita Ram Garg	Shri Harish Nangia Chander	Shri Ram Swaroop Singh
Date of Birth	15/01/1969	24/06/1950	02/04/1974
Date of Appointment	31/07/2009	21/10/2013	10/12/2014
Educational Qualification	Graduate	Graduate	Graduate
Experience & expertise in specific functional area	Experienced person in business matter	Experienced person in acquisition of funds and effective utilization of funds	He has nine year vast experience in the field of Marketing
Directorships held in other Companies (excluding foreign companies)	1. Dayason Overseas Private Limited 2. Mani CompuSoft Private Limited	Nil	1. Divit Human Resource Private Limited 2. P.R. Career Enterprises Private Limited 3. Narmada Motels Private Limited
Committee Positions held in other Companies	Nil	N.A	Nil
Shareholding in Company (Number & %)	243700 (4.86%)	Nil	Nil