

ABHISHEK GUPTA & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

To,
The Chairman
Unimode Overseas Limited
304A/10178, IIIrd Floor, Ravinder Plaza,
Abdul Aziz Road, Karol Bagh,
New Delhi-110005

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and poll on agenda items transacted at the 23rd Annual General Meeting of the members of Unimode Overseas Limited held on Monday, the 28th September 2015 at 02:00 p.m. at 143, Swarna Park, Mundka, Delhi-110041

Dear Sir,

1. APPOINTMENT AS SCRUTINIZER

- I. I, **Abhishek Gupta**, Practicing Company Secretary (ACS: 33302; CP No.: 12262), Proprietor of **Abhishek Gupta & Associates**, 16/10, 1st Floor, New Rohtak Road, Near MTNL Office, Karol Bagh, New Delhi - 110005 was appointed as the Scrutinizer by
 - a. the Board of Directors of **M/s Unimode Overseas Limited** (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and
 - b. the Chairman of the AGM on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the Twenty Third AGM of the Company held on Monday, 28th September, 2015 at 02.00 p.m. at the 143, Swarna Park, Mundka, Delhi-110041.
- II. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 23rd Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.



2. DISPATCH OF NOTICE CONVENING THE MEETING

The company has informed that, on the basis of the Register of Members and the list of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Notice dated **10th August, 2015** along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders' in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

3. CUT-OFF DATE

The voting rights were reckoned on **Monday, 21st September, 2015**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

4. REMOTE E-VOTING

4.1 Agency:

The company had taken the services of **National Securities Depository Limited (NSDL)** for providing the remote e-voting platform.

4.2 Remote E-voting:

Remote E-voting platform remained open from **Friday, 25th September, 2015 (09:00 A.M.) upto Sunday, 27th September, 2015 (05:00 P.M.)** and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolutions, on the e-voting platform provided by National Securities Depository Limited.

5. VOTING AT THE AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the e-voting agency provided me with the names, DP Id/ Folio numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.



5.4 After the time fixed for closing of the poll by the Chairman, i.e. between 02:10 P.M to 02:25 P.M, ballot boxes kept for polling were locked in my presence.

6. COUNTING PROCESS:

6.1 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the **Skyline Financial Services Private Limited**, the Registrar and Transfer Agent of the Company and the Authorizations / proxies lodged with the Company.

6.2 The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

6.3 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses **Ms. Bhagyashree** and **Ms. Shalu Sharma**, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

7. RESULTS:

7.1 I observed that

- a) **22** members had cast their votes through poll conducted at the meeting.
- b) **26** members had cast their votes through remote e-voting.

7.2 Based on the aforesaid results, **Five Ordinary Resolutions** as contained in Item No. 1 to 5 of the Notice dated 10th August, 2015, have been passed with requisite majority as per the provisions of the Companies Act, 2013.

7.3 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR" / "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results by the Company.

I have issued separate Scrutinizer's Report dated 29th September, 2015 on the remote e-voting and 29th September 2015 on the poll conducted at AGM on the resolutions contained in the notice to the AGM.

As requested by management I submit herewith my consolidated report on the results of e-voting together with that of poll as under :-



Res No.	Subject matter of Resolution	Votes in favor of the resolution		Votes against the resolution		Invalid Votes Nos.
		Nos.	%	Nos.	%	
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 Directors and Auditors thereon.	490139	100.00%	0	0.00%	400
2.	To re-appoint Smt Madhu Goyal (DIN 00100825), who retires by rotation and being eligible, offers herself for re-appointment.	490139	100.00%	0	0.00%	400
3.	To ratify the reappointment of M/s Sunil Kumar Gupta & Co , Statutory Auditors of the Company for the financial year 2015-2016 and fix their remuneration.	490139	100.00%	0	0.00%	400
4.	Shri. Jatinder Kumar Nangia (DIN: 06767274) 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 th Annual General Meeting of the Company.	490139	100.00%	0	0.00%	400
5.	Regularization of Shri. Jitendra Singh (DIN: 02573148) as a Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.	490139	100.00%	0	0.00%	400



Thanking You.

Yours faithfully



AG
29/09/2015

CS Abhishek Gupta

Abhishek Gupta & Associates

Company Secretaries

ACS No: 33302, CP No: 12262

Place: New Delhi

Dated: 29-09-2015

Witnesses to the unblocking of votes:

Bhagyashree

Ms. Bhagyashree

Shalu Sharma

Ms. Shalu Sharma