

# UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

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

Email ID: unimodeoverseaslimited@gmail.com. Web: www.unimodeoverseas.in

Tel. No. 011-43685156

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Unimode Overseas Limited will be held on Thursday, the 25th day of February, 2016 at 10.30 A.M. at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005, to transact the following special business:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1. REDUCTION OF SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following as "Special resolution"

**"RESOLVED THAT** pursuant to the provisions of Sections 100 to 104 and other applicable provisions, if any, of the Companies Act, 1956, Article 50 of the Articles of Association of the Company, and subject to the confirmation of the Hon'ble High Court having jurisdiction over the registered office of the Company or of the National Company Law Tribunal (NCLT) and/ or any other regulatory authority as may be required, the paid-up share capital of the Company be and are hereby reduced 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 in the followi

- a) The issued, subscribed and paid-up equity share capital of Rs. Rs. 50,105,070 (Rupees Five Crores, One Lac, Five Thousands, and Seventy) consisting of 50,10,507 (Fifty Lacs, Ten Thousands and Five Hundred Seven) Equity Shares of Rs. 10 (Rupees Ten Each) each be reduced to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousand and Five Hundred Seven) consisting of 5,010,507 (Fifty Lacs Ten Thousand and Five Hundred Seven) Equity shares of Rs. 1/- (Rupees One) each by reduction of Equity Share capital by 90%.
- b) That the reserve created out of the reduction of share capital shall be adjusted against the accumulated losses of the Company.
- c) Every Shareholder holding shares in the Company shall be allotted 1 (One) share of face value of Rs. 1 (Rupees One) each in place of 1(One) share of face value of Rs. 10 (Rupees Ten) each.
- d) Any fractional shares shall be rounded off to the nearest whole number.
- e) The existing share certificates shall stand cancelled and the Company will issue fresh share certificates to the shareholders as per the entitlements at their registered address.
- f) The Equity shares (after reduction) shall continue to be listed and traded on the respective stock exchanges.

**RESOLVED FURTHER THAT** the capital clause of the Memorandum of Association of the company be accordingly altered to read as follows subject to the confirmation of reduction in share capital by the Hon'ble High Court of Delhi at New Delhi and other Appropriate Authorities mentioned to hereinabove:

The Authorised Share Capital of the company is Rs. 52,500,000 /- (Rupees Five Crores, Twenty Five Lacs) divided into 52,500,000 (Five Crores, Twenty Five Lacs) equity shares of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** Mr. Vikas Munjal, Director and Mr. Ashish Goel, Director of the Company be and are hereby severally authorized to file the petition for reduction of share capital with the Hon'ble High Court of Delhi for the purpose of obtaining approval and to do all such acts, deeds, matters and things as they may at their absolute discretion deem necessary or desirable for effectively implementation of the resolution"

## **ITEM NO. 2 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

**To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

## **ITEM NO. 3 ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION**

**To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For Unimode Overseas Limited**

**Preeti Sharma  
Company Secretary  
ACS 34417**

### **Registered Office:**

304A/10178, Illrd Floor, Ravinder Plaza,  
Abdul Aziz Road, Karol Bagh,  
New delhi-110005.

**Date: 29.01.2016**

**Place: New Delhi**

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form in order to be effective must be deposited with the company not less than 48 hours before the time fixed for commencement of the meeting.
3. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the General Meeting.
4. In case of the Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Notice has been sent to all members and members are requested to bring their copy to the meeting along with duly filled attendance slip (to be handed over at the entrance).
6. 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.nsdl.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 EGM 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 EGM:  
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 EGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the EGM. The Company will make arrangements of ballot papers in this regards at the EGM 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.nsdl.com](http://www.evoting.nsdl.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 Thursday, 18th February, 2016, 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 Monday, 22nd February, 2016 and will end at 5.00 p.m. on Wednesday, 24th February, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 18th February, 2016, 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 Thursday, 18th February, 2016.
- 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. Thursday, 18th February, 2016 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.nsdl.com](http://www.evoting.nsdl.com)
- viii. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be entitled to vote again at the EGM
- 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**ITEM No. 1**

**Salient features of Reduction of Share Capital of the Company**

Your Company has incurred huge losses in past but in current year company has not incurred any loss. Now Management is in the view that the effect of past losses should be mitigated, thereby actual potential of the company can be reflected. Hence, Management has decided to reduce the share capital of the company up to the maximum possible extent.

In such circumstances it is desired that the capital structure of the Company should be reorganized. Hence, the Board of Directors decided that accumulated losses should be written-off to maximum possible extent, i.e., 90% of the existing equity share capital of the Company. This will help to bring the value of its equity capital nearer to its real value.

In such circumstances, it is desirable to reorganize the present financials of the Company by writing off the accumulated losses as at 31st March, 2015, subject to the approval of Hon'ble High Court of Delhi and such other authorities as may be prescribed, in the following manner –

- against the 90% of the Issued, Subscribed and paid up share capital of the Company;

**Below given is the brief synopsis of the aforesaid reduction:**

- a) The existing issued, subscribed and paid up capital of the Company of Rs. 50,105,070 (Rupees Five Crores, One Lac, Five Thousands, and Seventy) consisting of 50,10,507 (Fifty Lacs, Ten Thousands and Five Hundred Seven) Equity Shares of Rs. 10 (Rupees Ten Each) each be reduced to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousand and Five Hundred Seven) consisting of 5,010,507 (Fifty Lacs Ten Thousand and Five Hundred Seven) Equity shares of Rs. 1/- (Rupees One) each.
- b) The outstanding accumulated losses balance of Rs. 48,614,358.91 (Rupees Four Crores, Eighty Six Lacs, Fourteen Thousands, Three Hundred Fifty Eight and Ninety One Paise Only)- as at March 31, 2015 shall be adjusted against the 90% of Issued, Subscribed and Paid up Share Capital account, as aforesaid and balance accumulated losses of Rs. 3,519,795.91/- (Rupees Thirty Five Lacs, Nineteen Thousands, Seven Hundreds, Ninety Five and Ninety One Paise Only) be carried forward by passing necessary entries in the Books of Accounts in this regard;
- c) Every Shareholder holding 1 (One) equity shares of face value of Rs. 10 (Rupees Ten) each in the Company shall be allotted 1 (One) equity share of face value of Re. 1 (Rupees One) each.
- d) The existing share certificates shall stand cancelled and the company will issue fresh share certificates to the shareholders as per the entitlements at their registered address.
- e) The equity shares (after reduction) shall continue to remain listed and traded on respective stock exchanges
- f) The new share certificates pursuant to the reduction of share capital shall be issued only upon the request received from the shareholder.
- g) **No object/Observation letter from the Stock Exchange/SEBI**

In terms of Clause 24(f) of the Listing Agreement and in terms of SEBI Circular reference no. CIR/CFD/DIL/5/2013 dated February 04, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 every listed company is required to file an application with the designated stock exchange for obtaining their observation letter for the proposed reduction of share capital.

The Company in connection with above, has designated BSE Limited as its Designated Stock Exchange and has already applied with the said Stock Exchange (s) for their Observation Letter. The Company has received observation letter dated January 22, 2016 confirming there no objection to the proposed reduction of share capital.

The observation letter received from the BSE Limited shall be circulated to the shareholders in the form of Annexure to this notice and shall also be available at the venue of the Meeting. (Annexure-1)

h) **Pre and Post Reduction Share capital structure and shareholding pattern**

The Capital Structure and Shareholding pattern of the Company pre and post reduction of share capital as on 30th September, 2015, is as follows:

**Pre and Post Reduction Share Capital Structure**

Particulars	Pre-reduction	Post reduction
Authorized Share Capital	Rs.52,500,000/- comprising of 52,50,000 Equity Share of Rs. 10/- each	Rs.52,500,000/- comprising of 52,500,000 Equity Share of Re. 1/- each
Issued,Subscribed and Paid-Up Share Capital Share Capital	Rs. 50,105,070/- comprising of 50,10,507 Equity Share of Rs. 10/- each.	Rs. 5,010,507/- comprising of 5,010,507 Equity Share of Re. 1/- each.
<b>Total</b>	<b>50,105,070.00</b>	<b>5,010,507.00</b>

**Pre and Post Reduction Shareholding Pattern**

Category of Shareholder	PRE REDUCTION		POST REDUCTION	
	Total number of shares	% Holding	Total number of shares	% Holding
Shareholding of Promoter and Promoter Group				
<b>Indian</b>				
Individuals/ Hindu Undivided Family	594,077	11.86	594,077	11.86
Central Government/ State Government(s)	-	-	-	-
Bodies Corporate	-	-	-	-
Financial Institutions/ Banks	-	-	-	-
Any Other		-	-	-
Directors and their relatives		-	-	-
<b>Sub Total(A)(1)</b>	<b>594,077</b>	<b>11.86</b>	<b>594,077</b>	<b>11.86</b>
<b>Foreign</b>		-		
Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
Bodies Corporate	-	-	-	-
Institutions	-	-	-	-
Any Other		-	-	-
Directors and their relatives		-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	594,077	11.86	594,077	11.86
Public shareholding				
Institutions				
Mutual Funds/ UTI		-	-	-
Financial Institutions / Banks	500	0.01	500	0.01
Central Government/ State Government(s)	-	-	-	-
Venture Capital Funds	-	-	-	-

Insurance Companies	-	-	-	-
Foreign Institutional Investors	-	-	-	-
Foreign Venture Capital	-	-	-	-
Investors				
Any Other		-		-
<b>Sub-Total (B)(1)</b>	<b>500</b>	<b>0.01</b>	<b>500</b>	<b>0.01</b>
<b>Non-institutions</b>		-		
Bodies Corporate	813,362	16.23	813,362	16.23
Individuals		-	-	-
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2,882,887	57.54	2,882,887	57.54
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	133,780	2.67	133,780	2.67
Any Other		-	-	-
Non Institutional Shareholders - NRI	573,000	11.44	573,000	11.44
Non Institutional Shareholders - HUF	12,701	0.25	12,701	0.25
Clearing Members	200	0.00	200	0.00
Directors & their relatives	-	-	-	-
HUF	-	-	-	-
<b>Sub-Total (B)(2)</b>	<b>4,415,930</b>	<b>88.13</b>	<b>4,415,930</b>	<b>88.13</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>4,416,430</b>	<b>88.14</b>	<b>4,416,430</b>	<b>88.14</b>
<b>TOTAL (A)+(B)</b>	<b>5,010,507</b>	<b>100.00</b>	<b>5,010,507</b>	<b>100.00</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				-
<b>Promoter and Promoter Group</b>	-	-	-	-
<b>Public</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>5,010,507</b>	<b>100.00</b>	<b>5,010,507</b>	<b>100.00</b>

i) Fairness opinion from the Merchant Banker

Company in accordance with Clause 24 (h) of the Listing Agreement and SEBI Circular bearing no. CIR / CFD / DIL/ 5/ 2013 dated February 04, 2013 and CIR/ CFD/ DIL/ 8/ 2013 dated May 21, 2013, the Listed Company, is required to obtain Fairness Opinion from the SEBI Registered Merchant Banker. The Company in accordance with the above said circular has obtained Fairness Opinion in 29th September, 2015 from Corporate Professionals Capital Private Limited, a SEBI Registered (Cat 1) Merchant Banker.

j) None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the company.

**ITEM No. 2 & 3**

Unimode Overseas Limited was incorporated on April 24, 1992 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the

shareholders by way of a Special Resolution is required in this regard. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**Annexure- 1**

**DCS/AMAL/KS/24(f)/273/2015-16  
January 22, 2016**

**The Company Secretary  
Unimode Overseas Ltd.  
304 A/10178, 11th Floor, Ravinder Plaza,  
Abdul Aziz Road, Kalol Bagh,  
New Delhi, Delhi, 110005.**



**Sub: Observation letter regarding Draft Scheme of Arrangement involving Reduction of Capital of Unimode Overseas Ltd.**

We are in receipt of Draft Scheme of Arrangement Involving Arrangement involving Reduction of Capital of Unimode Overseas Ltd.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated January 18, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- > ***“Company shall duly comply with various provisions of the Circulars.”***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- > To duly comply with various provisions of the circulars

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
**Nitin Pujari  
Manager**



# UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

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

**Email ID:** unimodeoverseaslimited@gmail.com. **Web:** www.unimodeoverseas.in

**Tel. No.** 011-43685156

## EXTRA-ORDINARY 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 members(s):
Registered Address:
E-mail id:
Folio No./Client ID:
DP ID:

I/We, being the Shareholder(s) holding.....shares of Unimode Overseas Limited 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, at the Extra-ordinary General Meeting of the Company to be held on Thursday, 25th day of February, 2016 at 10:30 A.M. at 304A/10178, IIIrd Floor, Ravinder Plaza, 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
Special Business			
1.	Reduction of Share Capital of the Company		
2.	Adoption Of New Set of Articles Of Association		
3.	Adoption Of New Set of Memorandum Of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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

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

Affix Revenue Stamp
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**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 EGM i.e. by 10:30 a.m. on 25th February, 2016.**

# UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

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

Email ID: unimodeoverseaslimited@gmail.com. Web: www.unimodeoverseas.in

Tel. No. 011-43685156

## EXTRA-ORDINARY 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 Extra-Ordinary General Meeting (EGM) of the Company being held at its Registered Office 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 on Thursday, 25th day of February, 2016 at 10:30 A.M.

Signature of the  Shareholder  or Proxy.....

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

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### 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 EGM will be transacted through remote E-Voting (facility to cast vote a place other than the venue of the EGM).

EVEN (E-voting Event Number)	User ID	Password

----- ✂ ----- ✂ ----- ✂ -----

### 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).....



# BOOK POST

*If undelivered, please return to:*

## **UNIMODE OVERSEAS LIMITED**

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