

NOTICE

Notice is hereby given that the 24th Annual General Meeting of **M/s Unimode Overseas Limited** will be held on Friday, 30th September, 2016 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, 2016 including the Audited Balance Sheet as at March 31, 2016 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 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 2016-2017 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

3. **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 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, **Mr. Vikas Munjal (DIN: 01886826)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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."

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 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, **Mr. Ashish Goel (DIN: 00367103)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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."

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 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, **Mr. Satish Kumar Gupta (DIN: 01326554)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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 a **Non-Executive, Non-Independent Director** of the Company who is liable to retire by rotation at the Annual General Meeting.”

6. **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, 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, **Mrs. Geetanjali Bansal (DIN 07594879)** who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 19th August, 2016 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 her proposing her candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as a **Non-Executive, Independent Director** of the Company to hold office for the period of 5 (Five) years, whose office shall not liable to retire by rotation”.

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

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: 19.08.2016

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 Monday, September 26, 2016 to Friday, September 30, 2016 (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 2015-16 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 2015-16 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 24th 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 24th 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:

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 24th 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 **Tuesday, 27th September, 2016 (9:00 am)** and ends on **Thursday, 29th September, 2016 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 23rd September, 2016**, 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 process and manner for remote e-voting are as under:
 - 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 or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "**EVEN**" of "**Unimode Overseas Limited**".
 - (viii) Now you are ready for remote 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 with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 23rd September, 2016.
- X. 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. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. **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.

- XIV. 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.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.
14. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company’s website 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. The Company’s Management & Control has been changed due to Takeover of the Company, therefore no directors are eligible for retire by rotation pursuant to section 152(6) of the Companies Act, 2013.
16. Mr. Jatinder Kumar Nangia (DIN: 06767274), who was appointed as an Independent Director by the shareholders in their meeting held on 28th September, 2015 and hold office up to the date of this Annual General Meeting, has completed his two consecutive terms as per Section 149(11) of 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.
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. 3, 4 and 5

The Board of Directors at their Meeting held on 29th September, 2015, appointed Mr. Vikas Munjal (DIN: 01886826), Mr. Ashish Goel (DIN: 00367103), and Mr. Satish Kumar Gupta (DIN: 01326554), as 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. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Directors.

In the opinion of the Board, Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are fulfilled the conditions for appointment as Directors as specified in the Companies Act, 2013.

Brief resume of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta, 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 letters for respective appointments of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta as Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are interested in the resolutions set out respectively at Item Nos. 3,4 & 5 of the Notice with regard to their respective appointments.

The relatives of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta may be deemed to be interested in the resolutions set out respectively at Item Nos. 3,4 & 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 recommends the Ordinary Resolutions set out at Item Nos. 3,4 & 5 of the Notice for approval by the shareholders.

Item No.6: Ms. Pooja Gupta, Independent (Woman) Director of your Company, submitted her resignation as Director, and in her place, Mrs. Geetanjali Bansal was appointed as an Additional (Woman) Director of the Company w.e.f 19th August 2016 by the Board of Directors under Section 161 of the Act and Article 70 of the Company's Articles of Association. In terms of Section 161(1) of the Act,

In the opinion of the Board, Mrs. Geetanjali Bansal fulfills the terms & conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Geetanjali Bansal holds office only upto the date of this AGM of the Company. A notice along with requisite deposit under Section 160(1) of the Act has been received.

Mrs. Geetanjali Bansal has 5 years experience in corporate sector as a Manager.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for the approval by the Members of the Company.

Other than Mrs. Geetanjali Bansal, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

Mrs. Geetanjali Bansal is not related to any other Director or KMP of 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]

Name of the Director	Mr. Vikas Munjal	Mr. Ashish Goel	Mr. Satish Kumar Gupta	Mrs. Geetanjali Bansal
DIN	01886826	00367103	01326554	07594879
Father's/Husband's Name	Mr. Shri Jagdish Chandra Munjal	Mr. Shri Tej Ram Goel	Mr. Shivji Ram Gupta	Mr. Suresh Gupta
Date of Birth	11/11/1979	20/10/1976	04/09/1958	07/06/1985
Date of Appointment	29/09/2015	29/09/2015	29/09/2015	19/08/2016
Educational Qualification	Graduate	Graduate	Graduate	Matric
Experience & expertise in specific functional area	Experienced person in managing and running travel agency	He has 6 years experience of working with leading brokerage houses namely India Bulls Securities Ltd. and India Infoline Ltd.	He has 16 years working experience in the service sector and 21 years experience in the Business.	She has 5 years experience in corporate sector as a Manager
Directorships held in other Companies (excluding foreign companies)	1. Pranar Oils And Chemicals India Private Limited	1. Mangal Tradex Private Limited 2. Advisor Forum International Private limited	1. Techno Planners Limited 2. Mitushi Electronic Components Private Limited 3. Efficacy Finance Services Private Limited 4. Mitushi Food Private Limited	Nil
Committee Positions held in other Companies	Nil	Nil	Nil	Nil
Shareholding in Company (Number & %)	458223 (9.15%)	433157 (8.64%)	200150(3.99%)	-

AGM VENUE ROUTE MAP

