

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, and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including amendments thereto, and poll on agenda items transacted at the 24th Annual General Meeting of the members of Unimode Overseas Limited held on Friday, the 30th September 2016 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 **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 and
 - b. the Chairman of the AGM on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of the Twenty Fourth AGM of the Company held on Friday, 30th September, 2016 at 02.00 P.M. at 143, Swarna Park, Mundka, Delhi-110041.
- II. The compliance with the provisions of the 2013 Act 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 24th 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 is 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 19th August, 2016** along with statement setting out material facts under Section 102 of the 2013 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 as on Friday, **23rd September, 2016**, being the cut-off date for the purpose of deciding the eligibility of members for 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 **Tuesday, 27th September, 2016 (09:00 A.M.) upto Thursday, 29th September, 2016 (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 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) Rules, 2014, as amended from time to time, 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 the necessary 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 poll 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 **Mr. Mukesh Dabas** and **Mr. Pawan Kumar**, 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) **7** members had cast their votes through poll conducted at the meeting.
- b) **16** members had cast their votes through remote e-voting.

7.2 Based on the aforesaid results, **Six Ordinary Resolutions** as contained in item no. 1 to 6 of the Notice dated 19th August, 2016, 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 Reports dated 01st October, 2016 each for remote e-voting and for 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 31st March 2016 including the audited Balance Sheet as at 31st March 2016 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	1093204	100%	0	0.00%	Nil
2.	To ratify the appointment of M/s. Sunil Kumar Gupta & Co, Statutory Auditors of the Company for the financial year 2016-2017 and fix their remuneration.	1093214	100%	0	0.00%	Nil
3.	Regularisation of Mr. Vikas Munjal (DIN: 01886826) as a Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.	1093214	100%	0	0.00%	Nil
4.	Regularisation of Mr. Ashish Goel (DIN: 00367103) as a Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.	1093214	100%	0	0.00%	Nil
	Regularisation of Mr. Satish Kumar Gupta (DIN: 01326554) as a Non-Executive, Non-Independent Director of the Company who is liable to retire by rotation at the Annual	1093214	100%	0	0.00%	Nil



	General Meeting.					
6.	Regularisation of Mrs. Geetanjali Bansal (DIN 07594879) as a Non-Executive, Independent Director of the Company whose office shall not liable to retire by rotation.	1093214	100%	0	0.00%	Nil

Thanking You**Yours faithfully**

A/upte
11/10/2016

**CS Abhishek Gupta****Abhishek Gupta & Associates****Company Secretaries****ACS No: 33302, CP No: 12262****Place: New Delhi****Dated: 01-10-2016****Witnesses to the unblocking of votes:**

Mukesh

Mr. Mukesh Dabas

Pawan Kumar

Mr. Pawan Kumar