

ABHISHEK GUPTA & ASSOCIATES

Company Secretaries

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013
[Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

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

Sub: Scrutinizer's Report on remote e-voting conducted in terms of 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 including any statutory amendment, modification or re-enactment thereof

Dear Sir,

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 have been appointed as the Scrutinizer of **Unimode Overseas Limited** for the purpose of **electronic voting** conducted in respect of below mentioned resolutions at its 24th Annual General Meeting held on Friday, the 30th September 2016 at 02:00 P.M at 143, Swarna Park, Mundka, Delhi - 110041.

The Notice dated 19th August, 2016 convening the Annual General Meeting along with statement setting out material facts under Section 102 of the Act was sent to shareholders.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the above electronic voting remained open to the members from Tuesday, 27th September, 2016 (09:00 A.M.) up to Thursday, 29th September, 2016 (05:00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

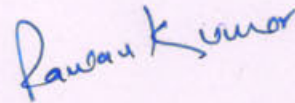
The members have cast their votes through e-voting facility provided by the **National Securities Depository Limited (NSDL)** as the Authorised Agency to provide e-voting facilities.

I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.



Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto, I have unblocked the votes on 30th September, 2016, at 02:45 P.M in the presence of **Mr. Mukesh Dabas** and **Mr. Pawan Kumar**, who were not the employees of the Company, and who have signed below as witness to the unblocking of votes.


Name : **Mr. Mukesh Dabas**

Name : **Mr. Pawan Kumar**

Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the remote e-voting website of "NSDL" i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the remote e-voting is provided hereunder.

a) Resolution 1 - Ordinary Resolution

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.

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	15	659643
Less: Invalid votes	0	0
Net valid votes cast	15	659643

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
15	659643	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



b) Resolution 2 - Ordinary Resolution

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.

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	16	659653
Less: Invalid votes	0	0
Net valid votes cast	16	659653

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
16	659653	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



c) Resolution 3 - Ordinary Resolution

Regularisation of Mr. Vikas Munjal (DIN: 01886826) as an Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting:

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	16	659653
Less: Invalid votes	0	0
Net valid votes cast	16	659653

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
16	659653	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



d) Resolution 4 - Ordinary Resolution

Regularisation of Mr. Ashish Goel (DIN: 00367103) as an Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting:

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	16	659653
Less: Invalid votes	0	0
Net valid votes cast	16	659653

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
16	659653	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



e) Resolution 5 - Ordinary Resolution

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 General Meeting:

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	16	659653
Less: Invalid votes	0	0
Net valid votes cast	16	659653

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
16	659653	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



f) Resolution 6 – Ordinary Resolution

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:

Particulars	No. of ballot forms received	No. of shares
Total votes polled through e-voting	16	659653
Less: Invalid votes	0	0
Net valid votes cast	16	659653

i) Voted **in favour** of the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
16	659653	100%

ii) Voted **against** the resolution:

Numbers of members Voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0.00%

iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Abhishek Gupta & Associates

Company Secretaries

Continuation Sheet No. 8

The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.

Yours faithfully

AG
01/10/2014



CS Abhishek Gupta
Abhishek Gupta & Associates
Company Secretaries

ACS No: 33302

CP No: 12262

New Delhi

01-10-2016