

UNIMODE

Dated: 05.09.2023

To,

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai – 400001

BSE Scrip Code: 512295 and Scrip ID: UNIMOVR

Sub: Proceeding of the 31ST Annual General Meeting (AGM) held on September 5th, 2023

Dear Sir,

Further to our letter dated August 11th, 2023 in respect of the Notice of 31st Annual General Meeting of M/s UNIMODE OVERSEAS LIMITED, held on Tuesday, 5th September, 2023 at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026.

In this connection, please find enclosed as Annexure I, the Summary of proceedings of the AGM of the Company pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

This disclosure will also be hosted on the Company's website viz. www.unimodeoverseas.in

We request you to take the above on your records.

Thanking you,

Yours sincerely,

FOR UNIMODE OVERSEAS LIMITED

Rajiv Gupta
Director
DIN: 01236018
Encl: A/a

UNIMODE OVERSEAS LIMITED

Regd: C 18 Shivaji Park Punjabi Bagh New Delhi DL 110026 IN

Email ID: unimodeoverseaslimited@gmail.com | Website: www.unimodeoverseas.in

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

Summary of Proceeding of the 31st (Thirty First) Annual General Meeting

The 31st Annual General Meeting (“AGM or the Meeting “) of the shareholders of the Unimode Overseas Limited (“the Company”) was held on Tuesday, September 05, 2023 at 12:30 p.m. at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026..

➤ **The following directors were present:**

- a) **Mr. Rajiv Gupta:** Executive Director
- b) **Mr. Kanhiya Gupta:** Executive Director, Member of Risk Management Committee, Member of Stakeholders Relationship Committee and Member of Audit Committee.
- c) **Mr. Haldher Gupta:** Executive Director, Member of Risk Management Committee and Member of Audit Committee.

➤ **Chief Financial Officer:**

Ms. Nalini Gupta - Chief Financial Officer

➤ **Company Secretary:**

Mr. Bhuwan Singh Taragi - Company Secretary and Compliance Officer

➤ **In attendance:**

Ms. Divya Rani, Secretarial Auditor of the Company.

➤ **In attendance:**

Mr. Rahul Goyal, Authorised representative of Sunil Kumar Gupta & Co., statutory auditor of the Company.

➤ **Members present:**

Total of 117 Members attended the meeting in person / through authorized representatives.

- Mr. Bhuwan Singh Taragi, Company Secretary and Compliance Officer welcomed all the members at the AGM and affirmed that the Company had taken all the feasible steps to enable Members to participate and vote on the items of businesses considered at the AGM.
- The Company Secretary further informed the members that the Statutory registers/ records and other applicable documents were available for inspection by the members at the registered office of the company.

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- Pursuant to the relevant provisions of the Articles of Association of the Company, Mr. Rajiv Gupta, took the chair and welcomed all the members and Board of Directors present at the AGM. The Chairman ascertained the requisite quorum was present and declared the Meeting was in order.
- The Chairman then briefed the members on the business operations of the Company.
- Subsequently, the Company Secretary opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The questions raised by the members were duly answered by the Chairman.
- The Company Secretary informed the members that the Notice of AGM, the board report, the statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2023, have been sent to the members of the Company at their registered email address, within prescribed timelines. It was informed to the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or other remarks. Thereafter, the Company Secretary briefed the members on the resolutions as set out in the Notice of AGM:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director.
4. Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director.
5. Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director.
6. Appointment of Ms. Nalini Gupta (DIN: 10241569) as non- executive Non – Independent Director of the Company.
7. Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917) as Non Executive Non-Independent Director.
8. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as Managing Director of the Company.
9. Change in Object Clause of Memorandum of Association of the Company.
10. Adoption of New object clause of Memorandum of Association as per provisions of Companies Act, 2013.
11. Change in name of the Company.

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12. Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013:

- The Company Secretary explained to the Members the procedure of poll through ballot on the agenda items as contained in the Notice of 31st Annual General Meeting.
- The Board of Directors had appointed CS Divya Rani (M. No. A64841), Company Secretary in Practice, as the Scrutinizer to supervise the e-voting process. She further requested the Members to vote through Ballot.
- Thereafter, the Members voted through ballots on the Agenda items.
- The Meeting Concluded at 03.00 p.m. with a Vote of Thanks of the chair.
- The Consolidated Scrutinizer's Report on the Results of the Voting through remote e-voting and poll conducted at AGM shall be submitted to the Stock Exchange in accordance of the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The same shall also be uploaded on website of the Company.

This is for your kind information and record.

Thanking You,

FOR UNIMODE OVERSEAS LIMITED

Rajiv Gupta
Director
DIN: 01236018

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