

# UNIMODE OVERSEAS LIMITED AND REDUCED

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

Email ID: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com), Website: [www.unimodeoverseas.in](http://www.unimodeoverseas.in)

CIN No. L51909DL1992PLC048444, Tel. No. 011-43685156

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29.09.2018

To,

The Department of Corporate Services- Listing  
**Bombay Stock Exchange Limited**  
Phirozejeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai- 400 001.

**Sub: Voting Results of the agm of the Company pursuant to Regulation 44 of the  
SEBI(LODR) Regulations, 2015**

Dear Sir,

This is to inform your goodoffice that the 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on September 27, 2018 at 03:00 P.M. at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi- 110005 with requisite quorum.

In this regard, we wish to appraise your good office that all the items of business mentioned in the notice were duly considered and discussed. Accordingly based upon the report of the scrutinizer representing consolidated results of voting by Poll at AGM and remote E-voting, all the resolutions were declared as duly passed by requisite majority by e-voting and through poll at the AGM.

Thus, in pursuant of regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the Company are enclosed below.

Please consider and take on record the same.

Thanking You

Yours Faithfully

For **Unimode Overseas Limited And Reduced**

  
  
**Preeti Sharma**  
Company Secretary  
ACS 34417

Encl: as above

## Voting Results of Unimode Overseas Limited and Reduced

Date of the AGM	27.09.2018
Total number of shareholders as on record date	22,636
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: 02 Public: 68	70
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No Video Conferencing



**AGENDA- WISE DISCLOSURE**

**1. ADOPTION OF BALANCE SHEET, STATEMENT OF PROFIT AND LOSS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE FINANCIAL PERIOD ENDED ON MARCH 31, 2018**

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	891380	891380	100%	891380	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	891380	891380	100%	891380	-	100%	-
Public Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		898518	898426	100%	898426	-	100%	-



2. TO APPOINT A DIRECTOR IN PLACE OF MR. ASHISH GOEL (DIN: 00367103), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	458223	458223	100%	458223	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	458223	458223	100%	458223	-	100%	-
Public Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		465361	465269	100%	465269	-	100%	-



3. RATIFICATION OF STATUTORY AUDITOR OF THE COMPANY.

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	891380	891380	100%	891380	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	891380	891380	100%	891380	-	100%	-
Public Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		898518	898426	100%	898426	-	100%	-



4. APPOINTMENT OF MR. SANJEEV PAHWA (DIN 02876785) AS AN EXECUTIVE DIRECTOR.

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	891380	891380	100%	891380	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	891380	891380	100%	891380	-	100%	-
Public - Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		898518	898426	100%	898426	-	100%	-



5. CONSOLIDATION OF SHARES FROM RE. 1/- EACH TO RS. 10/- EACH.

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	891380	891380	100%	891380	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	891380	891380	100%	891380	-	100%	-
Public - Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		898518	898426	100%	898426	-	100%	-





6. ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

Resolution required (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	891380	891380	100%	891380	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	891380	891380	100%	891380	-	100%	-
Public - Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public - Non Institutions	E-Voting	3142	3142	100%	3142	-	100%	-
	Poll	3996	3904	98%	3904	-	100%	-
	Postal Ballot (if applicable)	Not Applicable						
	Total	7138	7046	99%	7046	-	100%	-
Total		898518	898426	100%	898426	-	100%	-

Note: The above said results were prepared and being submitted on the basis of the Scrutinizers Report dated 28.09.2018 and all the results were declared as passed by the requisite majority by the Chairman of the Annual General Meeting held on 27<sup>th</sup> September, 2018.

For Unimode Overseas Limited and Reduced

  
**Preeti Sharma**  
 Company Secretary  
 ACS 34417







**ABHISHEK GUPTA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office : 16/10, 1st Floor,  
New Rohtak Road, Near MTNL Office,  
Karol Bagh, New Delhi-110005  
Mobile : +91 99 1085 9837 (India)  
Tel. Fax : 011 42430303  
E-mail : abhishek@agassociate.in  
          pcsabhishekgupta@gmail.com  
Web : www.agassociate.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & POLL FOR UNIMODE OVERSEAS LIMITED AND REDUCED [Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairperson,  
26th Annual General Meeting  
Unimode Overseas Limited And Reduced  
Thursday, 27th September, 2018 at 03:00 P.M.  
Ravinder Plaza, IVth Floor, Abdul Aziz Road,  
Karol Bagh, New Delhi-110005

**Sub: Passing of Resolution through electronic and poll conducted at the 26<sup>th</sup> AGM of Unimode Overseas Limited And Reduced (the Company) held on 27th September, 2018.**

The Board of Directors of the Company at its meeting had appointed me as Scrutinizer for the purpose of scrutinizing the remote e- voting process pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 held between Saturday, 22nd September, 2018 (09:00 A.M.) till Wednesday, 26th September, 2018 (5:00 P.M.) and as the Scrutinizer for the Poll at the 26th AGM of the Company held on 27th September, 2018 pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management & Administration) Rules, 2014 . The shareholders whose names appeared in the Register of Members/List of beneficial Owners as on 20th September, 2018 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e - voting.

The Company had appointed National Securities Depository Limited, (NSDL) as the Service Provider for extending the facility of remote e voting to the shareholders of the Company from Saturday, 22nd September, 2018 (09:00 A.M.) till Wednesday, 26th September, 2018 (5:00 P.M.). M/s Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me in the presence of two witnesses not in the employment of the company immediately after the conclusion of voting at the 26th AGM.



At the 26<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September, 2018, the Chairperson of the Company after ascertaining that the requisite quorum was present, ordered the Poll to facilitate the members present in the meeting who could not participate in the e-voting to records their votes through the poll process. For further details kindly refer to my Scrutinizer's Report in Form MGT-13 dated 28<sup>th</sup> September, 2018.

Further empty ballot box was locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot was unlocked by me in the presence of two witnesses and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under relating to voting through Remote E - Voting and voting by use of physical ballots by the shareholders at the venue of AGM on the Resolutions contained in the Notice of the 26<sup>th</sup> AGM of Members of the Company. My responsibility as a scrutinizer for the remote E - Voting process and for the physical ballot voting at the AGM is restricted to make a scrutinizer' report of the votes cast "in favor" of or "against" the Resolutions as stated herein below, based on the report generated from the remote E Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide E - Voting Facilities, engaged by a Company and for voting by use of physical ballots at the venue of AGM.

I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on the Resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizers' Report dated 28<sup>th</sup> September, 2018 on the remote e- voting and on the Poll through physical ballot voting in Form MGT - 13 attached herewith as Annexure 1 and 2.

The Result of remote E-voting together with the Poll is as under:

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes cast (favour and against)	Nos.	% of total number of valid votes cast (favour and against)	
Item no.1of the Notice (As an Ordinary Resolution)	898518	99.82%	0	0	1531
Item no. 2 of the Notice (As an Ordinary Resolution)	465361	99.67%	0	0	1531



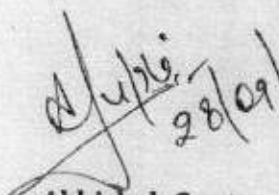

Item no. 3 of the Notice (As an Ordinary Resolution)	898518	99.82%	0	0	1531
Item no. 4 of the Notice (As an Ordinary Resolution)	898518	99.82%	0	0	1531
Item no. 5 of the Notice (As an Ordinary Resolution)	898518	99.82%	0	0	1531
Item no. 6 of the Notice (As an Ordinary Resolution)	898518	99.82%	0	0	1531

All the resolutions mentioned above stand passed under combined e-voting and poll unanimously.

The Register and all other relevant papers and relevant records relating to remote e-voting as well as by Poll shall remain in our custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 26<sup>th</sup> AGM and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

Yours Faithfully

**Abhishek Gupta**  
Company Secretary in Whole Time Practice  
C.P. No. : 12262  
Membership No.: A33302

Counter signed by \_\_\_\_\_

\_\_\_\_\_  
Chairperson of the meeting

Date: 28.09.2018  
Place: New Delhi