



Manbro Industries Ltd

December 07, 2024

To,

The Secretary
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 512595, MANBRO

Sub: Outcome of Meeting of Board of Directors pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)

Dear Sir/Madam (s),

Pursuant to the approval of the Board of Directors at its meeting held on August 28, 2024 and approval of the members of the Company at their Annual General Meeting held on September 25, 2024 and pursuant to In-principle approval granted by BSE Limited vide their respective letter dated November 22, 2024, the Board of Directors of the Company, have considered and approved, inter alia, the following:

- 1) Allotment of 53,00,000 (Fifty Three Lakhs) Equity shares of the face value of ₹10.00/- only per Equity Share of the Company, at a price of ₹65.00/- (including a premium of ₹55.00/-) per equity share aggregating to ₹34,45,00,000 (Rupees Thirty Four crore Forty Five Lakhs Only) to the proposed promoters and non-promoters (‘Allottees’) (as per the list enclosed as **Annexure I**).
- 2) Allotment of 43,50,000 (Forty-Three Lakh Fifty Thousand only) warrants on preferential basis at an issue price [including the warrant subscription price ₹16.25 per warrant] and the warrant exercise price (₹48.75 per warrant) of ₹65.00/- each (Rupees Sixty-Five only) aggregating to ₹28,27,50,000/- (Rupees Twenty-Eight Crore Twenty-Seven Lakhs Fifty Thousand Only) upon receipt of an amount aggregating to ₹7,06,87,500 (Rupees Seven Crore Six Lakh Eighty-Seven Thousand Five Hundred Only) at the rate of ₹16.25/- per warrant (being 25% of the issue price per warrant) to persons belonging to the proposed

MANBRO INDUSTRIES LIMITED

(Formally known as Unimode Overseas Limited)

Regd Office: C-18 Shivaji Park, West Punjabi Bagh, New Delhi-110026

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CIN: L47211DL1992PLC048444 Tel no: +91 8447976925 www.unimodeoverseaslimited.in

promoter and non-promoter group / entities ('Allottees') (as per the list enclosed as **Annexure II**).

Each of the Warrant, so allotted, is convertible into or exchangeable for one fully paid-up equity share of face value of Re. 10/- (Rupee Ten only) of the Company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on payment of the balance consideration of ₹48.75/- per warrant (being 75% of the issue price per warrant) from the Allottees at the time of allotment of equity shares pursuant to exercise of conversion option against each such warrant.

The meeting of the Board commenced at 12:30 P.M. and concluded at 1.00 P.M.

We request you to take the above information on record.


Thanking you,

Yours faithfully,

For **Manbro Industries Limited**

For MANBRO INDUSTRIES LTD.

Rajiv Gupta
Managing Director
DIN: 01236018


Managing Director

Annexure-I

Sr. No.	Name of the Allottees	Category	Number of Equity Shares to be issued
1.	Mangilal Goenka	Proposed Promoter	5,25,000
2.	Sunil Kumar Goenka	Proposed Promoter	5,25,000
3.	Binod Kumar Goenka	Proposed Promoter	11,55,000
4.	Dilip Kumar Goenka	Proposed Promoter	19,95,000
5.	Saket Agarwal	Non - Promoter	3,00,000
6.	Securocrop Securities India Private Limited	Non - Promoter	1,75,000
7.	Laxmi Trade Solutions	Non - Promoter	1,50,000
8.	Sanjeev Kathuria	Non - Promoter	1,25,000
9.	Sangeeta Pareekh	Non - Promoter	1,00,000
10.	DMA Cube 5 Analytics Private Limited	Non - Promoter	27,000
11.	Petflakes Polymers India Private Limited	Non - Promoter	26,500
12.	Sanjay Tiwari	Non - Promoter	25,000
13.	Vaishali Yatin Shah	Non - Promoter	25,000
14.	Aryan Malik	Non - Promoter	20,000

15.	Gopal Agarwal	Non - Promoter	15,000
16.	Anil Sharma	Non - Promoter	12,000
17.	Rakesh Chandra Pareek	Non - Promoter	12,000
18.	Abhinav Gupta	Non - Promoter	12,000
19.	Pankaj Sharma	Non - Promoter	10,000
20.	Uma Pareek	Non - Promoter	10,000
21.	Rama Nand Gupta	Non - Promoter	10,000
22.	BGP 11 Analytics Private Limited	Non - Promoter	10,000
23.	Vidhi Bansal Gupta	Non - Promoter	9,000
24.	Prakash Chandra Pareek	Non - Promoter	7000
25.	Atul Saluja	Non - Promoter	6,000
26.	Abhinav Gupta HUF	Non - Promoter	6,000
27.	Meera Gupta	Non - Promoter	4,500
28.	Yash Sharma	Non - Promoter	3,000

For Manbro Industries Limited
FOR MANBRO INDUSTRIES LTD.



Managing Director

Rajiv Gupta
Managing Director
DIN: 01236018

Annexure-II

Sr. No.	Name of Allottees	Category	Maximum number of Convertible Warrants to be allotted
1.	Mangilal Goenka	Proposed Promoter	1,93,750
2.	Sunil Kumar Goenka	Proposed Promoter	1,93,750
3.	Binod Kumar Goenka	Proposed Promoter	4,26,250
4.	Dilip Kumar Goenka	Proposed Promoter	7,36,250
5.	Securocrop Securities India Private Limited	Non-Promoter	18,25,000
6.	Sangeeta Pareekh	Non-Promoter	3,00,000
7.	Abhinav Gupta	Non-Promoter	1,50,000
8.	Vidhi Bansal Gupta	Non-Promoter	1,23,000
9.	Abhinav Gupta HUF	Non-Promoter	1,20,000
10.	Petflakes Polymers India Private Limited	Non-Promoter	84,500
11.	DMA Cube 5 Analytics Private Limited	Non-Promoter	51,000
12.	Meera Gupta	Non-Promoter	31,500
13.	Bhavya Jain	Non-Promoter	15,000
14.	Vivek Sawhney	Non-Promoter	15,000
15.	Vaishali Yatin Shah	Non-Promoter	15,000
16.	BGP 11 Analytics Private Limited	Non-Promoter	15,000
17.	Gaurav Singh	Non-Promoter	10,000
18.	Amit Kumar	Non-Promoter	10,000
19.	Master Capital Services Limited	Non-Promoter	10,000
20.	Amit Puri HUF	Non-Promoter	10,000
21.	Prakash Chandra Pareek	Non-Promoter	5,000
22.	Ishani Bansal	Non-Promoter	5,000
23.	Pramod Singh Negi	Non-Promoter	5,000
	Total		43,50,000

For Manbro Industries Limited

For **MANBRO INDUSTRIES LTD.**Rajiv Gupta
Managing Director
DIN: 01236018

Managing Director



Manbro Industries Ltd

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MANBRO INDUSTRIES LIMITED HELD ON SATURDAY, DECEMBER 07, 2024 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026.

ALLOTMENT OF 53,00,000 FULLY PAID- UP EQUITY SHARES ON PRIVATE PLACEMENT BASIS FOR CASH CONSIDERATION

“RESOLVED THAT, pursuant to the provision of Section 23(1)(b), 42, 62, 179(3) of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications(s) thereto or re-enactment thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India “SEBI” including Chapter V of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and other applicable provisions, guidelines, if any, and pursuant to special resolution passed by the members in the Extra Ordinary General Meeting held on Wednesday, September 25, 2024, and in-principle approval letter LOD/PREF/AM/FIP/1353/2024-25 dated Friday, November 22, 2024 issued by BSE Limited, the consent of Board of Directors of the Company be and is hereby accorded for allotment of 53,00,000 (Fifty Three Lakhs Only) fully paid- up equity shares of face value of ₹10.00/- (Rupees Ten only) each on preferential basis at an issue price of ₹65.00/- (Rupees Sixty Five only) per share including a premium of ₹55.00/- (Rupees Fifty Five only) which is not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations to the allottees for cash consideration basis (“**Preferential issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the allottees are set forth in the table below:

Sr. No.	Name of the Proposed Allottees	Category (Promoter/Non-Promoter)	Maximum Number of shares to be allotted
1.	Mangilal Goenka	Proposed Promoter	5,25,000
2.	Sunil Kumar Goenka	Proposed Promoter	5,25,000
3.	Binod Kumar Goenka	Proposed Promoter	11,55,000
4.	Dilip Kumar Goenka	Proposed Promoter	19,95,000
5.	Saket Agarwal	Non - Promoter	3,00,000

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6.	Securocrop Securities India Private Limited	Non - Promoter	1,75,000
7.	Laxmi Trade Solutions	Non - Promoter	1,50,000
8.	Sanjeev Kathuria	Non - Promoter	1,25,000
9.	Sangeeta Pareekh	Non - Promoter	1,00,000
10.	DMA Cube 5 Analytics Private Limited	Non - Promoter	27,000
11.	Petflakes Polymers India Private Limited	Non - Promoter	26,500
12.	Sanjay Tiwari	Non - Promoter	25,000
13.	Vaishali Yatin Shah	Non - Promoter	25,000
14.	Aryan Malik	Non - Promoter	20,000
15.	Gopal Agarwal	Non - Promoter	15,000
16.	Anil Sharma	Non - Promoter	12,000
17.	Rakesh Chandra Pareek	Non - Promoter	12,000
18.	Abhinav Gupta	Non - Promoter	12,000
19.	Pankaj Sharma	Non - Promoter	10,000
20.	Uma Pareek	Non - Promoter	10,000
21.	Rama Nand Gupta	Non - Promoter	10,000
22.	BGP 11 Analytics Private Limited	Non - Promoter	10,000
23.	Vidhi Bansal Gupta	Non - Promoter	9,000
24.	Prakash Chandra Pareek	Non - Promoter	7000
25.	Atul Saluja	Non - Promoter	6,000
26.	Abhinav Gupta HUF	Non - Promoter	6,000
27.	Meera Gupta	Non - Promoter	4,500
28.	Yash Sharma	Non - Promoter	3,000

RESOLVED FURTHER THAT the equity shares allotted as above shall, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, rank pari passu with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any declared by the Company after the allotment;

RESOLVED FURTHER THAT the equity shares allotted to the Proposed Promoter and Non-Promoters shall be under locked- in for a period of six months from the date of trading approval granted by Stock Exchanges;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things in connection with the allotment of aforesaid equity shares and filing return of allotment and any other necessary documents with the Registrar of Companies, NCT of Delhi & Haryana and liaison with Stock Exchange for listing and trading approval and Depositories of the Company, i.e. National Securities

Depository Limited and Central Depository Services (India) Limited for the credit the aforesaid equity shares to demat account of allottees, other ancillary matters, issuing instructions to the Registrar and Share Transfer Agents to record the allottees as the legal and beneficial owner of the aforesaid equity shares in the record of such depository, and to deposit the requisite stamp duty to the relevant authority for issuance of shares and file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies, and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental."

//Certified True Copy//

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta
Managing Director
DIN: 01236018


Managing Director

Date: 07.12.2024

Place: Delhi



Manbro Industries Ltd

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MANBRO INDUSTRIES LIMITED HELD ON SATURDAY, DECEMBER 07, 2024 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026.

The Chairman informed the Board that the company had allotted 43,50,000 (Forty Three Lakhs Fifty Thousand only) convertible warrants, on preferential basis to proposed promoters and non-promoters with an option to convert the same into equal number of equity shares at a price of ₹ 65.00/- per warrant, including premium of ₹55.00/- per share on face value of ₹10.00/- per share, within a period of 18 months from the date of allotment of warrants i.e. December 06, 2024, as per terms and conditions approved in AGM held on September 25, 2024. The Company had also received in-principle approval on November 22, 2024 from the BSE Limited for this matter.

He further informed that the company had already received an upfront payment of ₹7,06,87,500 (Rupee Seven Crore Six Lakhs Eighty Seven Thousand Five Hundred Only) being 25% i.e. ₹16.25 (Rupee Sixteen and Twenty-Five Paise only) per warrant, at the time of subscription of the warrants, from the allottees. As per terms of warrants, the warrant holders shall deposit the remaining portion of 75% i.e. ₹ 48.75 per warrant for conversion of warrant into equity share.

After due discussion, the following resolution was passed:

“RESOLVED THAT, pursuant to the provision of Section 23(1)(b), 42, 62, 179(3) of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications(s) thereto or re-enactment thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India “SEBI” including Chapter V of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and other applicable provisions, guidelines, if any, and pursuant to special resolution passed by the members in the Annual General Meeting held on Wednesday, September 25, 2024, and in-principle approval letter LOD/PREF/AM/FIP/1353/2024-25 dated Friday, November 22, 2024 issued by BSE Limited, the consent of Board of Directors of the Company be and is hereby accorded for allotment of 43,50,000 (Forty Three Lakhs Fifty Thousand only) convertible warrants (“Warrants”), at a price of ₹65.00/- (Rupees Sixty-Five Only) per warrant, aggregating upto ₹28,27,50,000/- (Rupees Twenty-Eight Crore Twenty-Seven Lakhs Fifty Thousand Only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10.00/- (Rupee Ten only), each at a premium of ₹55.00/- (Rupee Fifty Five only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“Warrant Holder” / “Proposed Allottees”) belonging to proposed promoter and non-promoter group of the Company on a preferential basis (“Preferential Issue”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

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Sr. No.	Name of Allottees	Category	Maximum number of Convertible Warrants proposed to be allotted
1.	Mangilal Goenka	Proposed Promoter	1,93,750
2.	Sunil Kumar Goenka	Proposed Promoter	1,93,750
3.	Binod Kumar Goenka	Proposed Promoter	4,26,250
4.	Dilip Kumar Goenka	Proposed Promoter	7,36,250
5.	Securocrop Securities India Private Limited	Non-Promoter	18,25,000
6.	Sangeeta Pareekh	Non-Promoter	3,00,000
7.	Abhinav Gupta	Non-Promoter	1,50,000
8.	Vidhi Bansal Gupta	Non-Promoter	1,23,000
9.	Abhinav Gupta HUF	Non-Promoter	1,20,000
10.	Petflakes Polymers India Private Limited	Non-Promoter	84,500
11.	DMA Cube 5 Analytics Private Limited	Non-Promoter	51,000
12.	Meera Gupta	Non-Promoter	31,500
13.	Bhavya Jain	Non-Promoter	15,000
14.	Vivek Sawhney	Non-Promoter	15,000
15.	Vaishali Yatin Shah	Non-Promoter	15,000
16.	BGP 11 Analytics Private Limited	Non-Promoter	15,000
17.	Gaurav Singh	Non-Promoter	10,000
18.	Amit Kumar	Non-Promoter	10,000
19.	Master Capital Services Limited	Non-Promoter	10,000
20.	Amit Puri HUF	Non-Promoter	10,000
21.	Prakash Chandra Pareek	Non-Promoter	5,000
22.	Ishani Bansal	Non-Promoter	5,000
23.	Pramod Singh Negi	Non-Promoter	5,000
	Total		43,50,000

RESOLVED FURTHER THAT without prejudice to the generality of the above, the allotment of Warrants shall be subject to following terms:

I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.

VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the convertible warrants shall allotted to promoter and non-Promoter Group shall be under locked- in for a period of locked in for a period of one year from the date of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such a number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

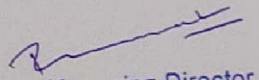
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

For Manbro Industries Limited

For **MANBRO INDUSTRIES LTD.**

Rajiv Gupta
Managing Director


Managing Director

Date: 07.12.2024

Place: Delhi

