

MANBRO INDUSTRIES LIMITED
(Formerly known as Unimode Overseas Limited)

Dated: 28.08.2024

To,

The General Manager (Listing)
Department of Corporate Services
BSE Limited
Floor 25,
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai-400 001

Sub: Outcome of the Board Meeting
Ref: Scrip Code 512595

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, this is to intimate you that the Board of Directors of the Company in their meeting duly held today i.e. Wednesday, 28th August, 2024, at 2:00 P.M. at the registered of the Company at C-18, Shivaji Park, Punjabi Bagh, New Delhi, Delhi-110026, has approved the following: -

1. Fixing record date as Wednesday, 18th September, 2024 for determining the members who will be eligible for voting at AGM.
2. Fixing book closure as Thursday, 19th September, 2024 to Wednesday, 25th September, 2024 date for Annual General Meeting.
3. Fixing date, place and time for conducting 32nd Annual General Meeting as on Wednesday, 25th September, 2024 of the Company through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with General Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 at 12.30 PM.
4. Consideration and approval of draft notice of AGM and its matters related to AGM.
5. Approval of Draft Director's Report of the company for the year 2023-24.
6. Appointment of CS Anita Aswal as a scrutinizer for conducting e-voting at 32nd Annual General Meeting of the Company.
7. Appointment of a director in place of Mr. Haldher Gupta (DIN: 08168505), who retires by rotation and being eligible offers himself for re-appointment.
8. Appointment of M/s Umesh Amita & Co. Chartered Accountants, (FRN: 007238C) as statutory auditor of the company and fix their remuneration for first term of five years in place of existing auditor whose tenure will be expired in the this Annual General Meeting.
9. Regularization of Mr. Pankaj Kumar (DIN: 01389386) as an Independent director.

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10. Approval of Rectification of the material related party transactions entered by the company on Arm's length Prices during the year 2023-24.
11. Approval of Material Related party transactions with Biovivid Labs Pharmaceuticals Private Limited for FY 2024-25.
12. Approval of Material Related Transactions with Manbro Polymers Limited for FY 2024-25.
13. Approval of Increase the Authorized Share Capital of the Company from existing ₹5,25,00,000/- (Rupees Five Crore Twenty Five Lakhs Only) consisting of 52,50,000 (Fifty Two Lakhs Fifty Thousand only) equity shares of face value ₹10.00/- each to **₹10,25,00,000/-** (Rupees Ten Crore Twenty Five Lakhs Only) consisting of 1,02,50,000 (One Crore Two Lakh Fifty Thousand Only) equity shares of face value ₹10.00/- each, and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM).
14. Approval of Issue of upto 53,00,000 equity shares on preferential basis ("Preferential Issue") to the persons who comes under the Proposed Promoters and Non-Promoters (Investors) category subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with other applicable regulations, if any at a price at a price of ₹65/- (Rupees Sixty Five Only) per Equity Share, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting (AGM) and other regulatory authorities, as may be applicable.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated 9th September, 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given in **Annexure A** to this letter.

15. Approval Issue of upto 43,50,000 share warrants convertible into equal number of equity shares on preferential basis ("Preferential Issue") to the person who comes under the Proposed Promoters and Non-Promoters (Investors) category subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with other applicable regulations, if any at a price at a price of ₹65/- (Rupees Sixty Five Only) per Equity Share, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting (AGM) and other regulatory authorities, as may be applicable.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated 9th September, 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given in **Annexure B** to this letter.

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16. Ratification of the approval of the Certificate certifying compliance with Regulation 45(1) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of the Company's name from "Unimode Overseas Limited" to "Manbro Industries Limited" which was taken on 11.08.2023.

The meeting of the Board Commenced at 2:00 P.M. and concluded at 2:30 P.M.

This is for your information and record.

Thanking You
Yours Faithfully
For & on behalf of **Manbro Industries Limited**

RAJIV Digitally signed
by RAJIV GUPTA
GUPTA Date: 2024.08.28
14:43:25 +05'30'

Rajiv Gupta
Managing Director
DIN: 01236018

Encl: Annexure As Above

MANBRO INDUSTRIES LIMITED
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Annexure - A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated 9th September 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given as below:

S. No.	Particulars	Details																																										
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Issue of upto 53,00,000 equity shares of ₹10/- each on Preferential basis to the Proposed Promoters and Non-Promoters (Investors)																																										
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of equity shares in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made there																																										
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of up to 53,00,000 equity shares of ₹10/- each on Preferential basis to the Proposed Promoters and Non-Promoters (Investors) at a price of ₹65/- (Rupees Sixty-Five Only) per Equity Share aggregating ₹34,45,00,000/- (Rupees Thirty-Four Crore Forty Five Lakhs Only) (" Total Issue Size ")																																										
4.	Additional Information in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):																																											
i.	Names of the Investors	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Investors</th> <th>No. of Shares</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mangi Lal Goenka</td> <td>5,25,000</td> </tr> <tr> <td>2.</td> <td>Sunil Kumar Goenka</td> <td>5,25,000</td> </tr> <tr> <td>3.</td> <td>Binod Kumar Goenka</td> <td>11,55,000</td> </tr> <tr> <td>4.</td> <td>Dilip Kumar Goenka</td> <td>19,95,000</td> </tr> <tr> <td>5.</td> <td>Saket Agarwal</td> <td>3,00,000</td> </tr> <tr> <td>6.</td> <td>Securocrop Securities India Private Limited</td> <td>1,75,000</td> </tr> <tr> <td>7.</td> <td>Laxmi Trade Solutions</td> <td>1,50,000</td> </tr> <tr> <td>8.</td> <td>Sanjeev Kathuria</td> <td>1,25,000</td> </tr> <tr> <td>9.</td> <td>Sangeeta Pareekh</td> <td>1,00,000</td> </tr> <tr> <td>10.</td> <td>DMA Cube 5 Analytics Private Limited</td> <td>27,000</td> </tr> <tr> <td>11.</td> <td>Petflakes Pymers India Private Limited</td> <td>26,500</td> </tr> <tr> <td>12.</td> <td>Sanjay Tiwari</td> <td>25,000</td> </tr> <tr> <td>13.</td> <td>Vaishali Yatin Shah</td> <td>25,000</td> </tr> </tbody> </table>	Sr. No.	Name of the Investors	No. of Shares	1.	Mangi Lal Goenka	5,25,000	2.	Sunil Kumar Goenka	5,25,000	3.	Binod Kumar Goenka	11,55,000	4.	Dilip Kumar Goenka	19,95,000	5.	Saket Agarwal	3,00,000	6.	Securocrop Securities India Private Limited	1,75,000	7.	Laxmi Trade Solutions	1,50,000	8.	Sanjeev Kathuria	1,25,000	9.	Sangeeta Pareekh	1,00,000	10.	DMA Cube 5 Analytics Private Limited	27,000	11.	Petflakes Pymers India Private Limited	26,500	12.	Sanjay Tiwari	25,000	13.	Vaishali Yatin Shah	25,000
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CIN No: L47211DL1992PLC048444 | Tel no: 011-43685156

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		14.	Aryan Malik	20,000
		15.	Gopal Agarwal	15,000
		16.	Anil Sharma	12,000
		17.	Rakesh Chandra Pareek	12,000
		18.	Abhinav Gupta	12,000
		19.	Pankaj Sharma	10,000
		20.	Uma Pareek	10,000
		21.	Rama Nand Gupta	10,000
		22.	BGP 11 Analytics Private Limited	10,000
		23.	Vidhi Bansal Gupta	9,000
		24.	Prakash Chandra Pareek	7,000
		25.	Atul Saluja	6,000
		26.	Abhinav Gupta HUF	6,000
		27.	Meera Gupta	4,500
		28.	Yash Sharma	3,000
ii.	Post allotment of securities - outcome of the subscription issue price / allotted price (in case of convertibles), number of investors	Issue price shall be the price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations if any. The issue price approved is ₹65/- per share.		
iii.	Issue price	₹65/- (Rupees Sixty-Five Only)		
iv.	Number of investors	28 (Twenty-Eight) Investors		
v.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable		

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Annexure - B

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1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Issue of upto 43,50,000 share warrants ("Warrants") which shall be converted into equal number of equity shares of ₹10/- each on Preferential basis to the Proposed Promoters and Non-Promoters (Investors)																																				
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3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of upto 43,50,000 Warrants, each convertible into, or exchangeable for One fully paid-up equity share of the Company of face value of ₹10/- (Rupees Ten Only) each at a price of ₹65/- (Rupees Sixty-Five Only) each payable in cash ("Warrant Issue Price"), aggregating up to ₹28,27,50,000/- (Rupees Twenty Eight Crore Twenty Seven Lakhs Fifty Thousand Only).																																				
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		12.	Meera Gupta	31,500
		13.	Bhavya Jain	15,000
		14.	Vivek Sawhney	15,000
		15.	Vaishali Yatin shah	15,000
		16.	BGP 11 Analytics Private Limited	15,000
		17.	Gaurav Singh	10,000
		18.	Amit Kumar	10,000
		19.	Master Capital Services Limited	10,000
		20.	Amit Puri HUF	10,000
		21.	Prakash Chandra Pareek	5,000
		22.	Ishani Bansal	5,000
		23.	Pramod Singh Negi	5,000
ii.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Issue price shall be the price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations if any. The issue price approved is ₹65/- per share.		
iii.	Issue price	₹65/- (Rupees Sixty-Five Only)		
iv.	Number of investors	23 (Twenty-Three) Investors		
v.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrant is exercisable into 1 Equity Share having face value of ₹10/- (Rupees Ten Only) each. The tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.		
vi.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable		



Manbro Industries Ltd

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTOR OF THE MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED) HELD ON WEDNESDAY, 28th DAY OF AUGUST, 2024 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI, DELHI-110026 AT 02:00 P.M. AND CONCLUDED AT 2:30 PM.

Approval of Director's Report of the Company for the year 2023-24.

The Chairman placed Draft Director Report for the year ending March, 31 2024 before the board for their approval subject to some modification, if any.

The Board passed the following resolution:

"RESOLVED THAT Pursuant to provision of Section 134 of the Companies Act, 2013, the draft Director Report of the Company for the Financial Year ended 31st March 2024 be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rajiv Gupta (DIN: 01236018) and Mr. Haldher Gupta (DIN: 08168505), Directors of the Company, be and are hereby authorized to sign the Directors Report on behalf of the Board of Director.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to file necessary e-forms along with all necessary papers/ documents with the Registrar of the Companies, on behalf of the Company and to do all such others acts, things and deeds incidental thereto and required under various agreements and statutory provisions."

Certified true Copy

For & on behalf of Manbro Industries Limited

For **MANBRO INDUSTRIES LTD.**

Rajiv Gupta

Managing Director

DIN: 01236018


Managing Director

MANBRO INDUSTRIES LIMITED

(Formerly known as Unimode Overseas Limited)

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



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Approval of material related party transaction with Biovid Labs Pharmaceuticals Private Limited for FY 2024-25.

The chairperson informed that Company needed to approve the related party transaction with Biovid Labs Pharmaceuticals Private Limited for FY 2024-25. The Board approved the following resolution.

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to approval of members of the company, consent of the Board be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Biovid Labs Pharmaceuticals Private Limited during the financial year 2024-25, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party(s).

Nature of Transaction	Nature of relationship	Proposed maximum amount of transaction
Sale/ purchase of Goods	Common director	50crores

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Approval of related party transaction with Manbro Polymers Limited for FY 2024-25.

The chairperson informed that Company needed to approve the related party transaction with Manbro Polymers Limited for FY 2024-25. The Board approved the following resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to approval of members of the company, consent of the Board be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Manbro Polymers Limited during the financial year 2024-25, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party(s).

Nature of Transaction	Nature of relationship	Proposed maximum amount of transaction
Sale/ purchase of goods	Common director	50crores

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

To ratify the approval of the Certificate certifying compliance with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of the Company's name from "Unimode Overseas Limited" to "Manbro Industries Limited" which was taken on 11.08.2023.

It is informed that the Company had changed its name pursuant to approval taken through the special resolution passed in annual general meeting dated 05-09-2023 and in relation to that a Compliance Certificate under regulation 45(1) of SEBI (LODR) Regulations, 2015 needed to be appended with Explanatory statement to that special resolution as required said regulation, which was not presented along with explanatory statement inadvertently. However, Company had obtained the said compliance certificate from a Practicing Chartered Accountant on 11.08.2024. For that BSE Ltd had advised the company to place it in next shareholder meeting. Therefore, Board is requested to consider and approve the same.

Certified true Copy

For & on behalf of **Manbro Industries Limited**

For **MANBRO INDUSTRIES LTD.**

Rajiv Gupta
Managing Director  Managing Director
DIN: 01236018