

MANBRO INDUSTRIES LIMITED
(Formerly known as Unimode Overseas Limited)

Date: 27.09.2024

To,
The Corporate Relationship Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai- 400001

BSE Scrip Code: 512595 and Scrip Id: MANBRO

Sub: Declaration of Results of 32nd Annual General Meeting along with Scrutinizer's Report

Dear Sir/Ma'am,

We are pleased to inform you that the 32nd Annual General Meeting of Manbro Industries Limited was held on Wednesday, the 25th September, 2024 at 12:30 PM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Based on the Scrutinizer's Report dated 26th September, 2024, we hereby declare that all the 11 Resolutions were approved by the shareholders with requisite majority of AGM in terms of Regulations 44(3) of SEBI (LODR) Regulations 2015 are given below. The declaration of Voting Results has been executed, as authorized by the Chairman.

We hereby submit Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The result is also uploaded on company's website.

This is for your kind information and record.

Thanking You

For MANBRO INDUSTRIES LIMITED

RAJIV
GUPTA
Digitally signed
by RAJIV GUPTA
Date: 2024.09.27
17:09:16 +05'30'

Rajiv Gupta
Managing Director
DIN: 01236018

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

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

CIN No: L47211DL1992PLC048444 | Tel no: +91 8447976925



ANITA ASWAL
COMPANY SECRETARY

R/o: Flat No. 1858, 7th Avenue, Gaur
City-1, Greater Noida, Uttar Pradesh-
201009

M. No.: +91 - 9953390534

Email ID: aswal1207@gmail.com

Combined Scrutinizer Report for remote e-voting and Voting during AGM

To,

The Chairman,
M/s Manbro Industries Limited
(formerly known as Unimode Overseas Limited)
C 18, Shivaji Park, Punjabi Bagh, West Delhi,
New Delhi, India-110026

Sub: Passing the resolution through remote e voting and Voting conducted at Annual General Meeting of the Equity Shareholder of Manbro Industries Limited held on Wednesday, 25TH day of September, 2024 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026

Dear Sir,

The Board of the Company had appointed us as Scrutinizer for the purpose of remote e-voting held between **Sunday, 22nd September, 2024 (09:00 A.M.)** and ends on **Tuesday, 24th September, 2024 (05:00 P.M.)** and the Board of Company appointed me as the scrutinizer in the board meeting held on 28.08.2024 for the voting taken on the below mentioned resolution(s), at Annual General Meeting of the equity shareholders of **Manbro Industries Limited** held on 25th September, 2024, at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026.

The Company has availed the services of NSDL for providing remote e-voting facility to all its members and I have received the User-ID and password from Authorities for logging in their website as scrutinizer. The remote e-voting results were unblocked by me on 25th September 2024 in presence of two witnesses. For further details kindly refer my scrutinizer report dated 26th September 2024 attached herewith.

At the Annual General Meeting of the Company held on 25th September 2024, no voting via poll has been demanded hence entire voting process has been carried via E-voting facility provided by company. For further details kindly refer my scrutinizer report in **Form MGT 13** dated attached herewith-

The Consolidated result of the remote e-voting along with voting conducted at AGM:

| Number of members who cast their votes through remote e-voting and during AGM | Total No. of shares held by them | Total No. of valid votes (As per details provided under each one of the resolution(s) mentioned hereunder. |
|---|----------------------------------|--|
| 117 | 134290 | Various as mentioned under each of the resolution |

A. Ordinary Resolution – Item No.1

Adoption of Financial Statements for the year ended March, 31 2024

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Present Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--------------------------------------|--|--|---|---------------------------------------|
| i) Voted in favour of the resolution | E-Voting | 88 | 134201 | 99.93 |
| (ii) Voted against the resolution | E-Voting | 29 | 89 | .07 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 0 | 0 | |

B. Ordinary Resolution – Item No. 2

Re- Appointment of director liable to retire by rotation of Mr. Haldher Gupta (DIN: 08168505)

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Present Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--------------------------------------|--|--|---|---------------------------------------|
| i) Voted in favour of the resolution | E-Voting | 88 | 96694 | 99.92 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | 0.08 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 37517 | |

C. Ordinary Resolution – Item No. 3

Appointment of Umesh Amita & Co. (FRN: 007238C) Chartered Accountants, as a Statutory Auditor and fixation their remuneration

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Present Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--------------------------------------|--|--|---|---------------------------------------|
| i) Voted in favour of the resolution | E-Voting | 87 | 134195 | 99.94 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | .06 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 16 | |

D. Ordinary Resolution – Item No. 4

Regularization of appointment of Mr. Pankaj Kumar (DIN: 01389386) as Independent Director

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 88 | 134201 | 99.94 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | .06 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 1 | 10 | |

E. Ordinary Resolution – Item No. 5

Ratification of Material related party transactions entered by the Company on arm's length prices during the Financial year 2023-24

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|-------------------------|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 83 | 846 | 91.46 |

| | | | | |
|--|----------|--|---|------|
| | | | | |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | 8.54 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 6 | 133365 | |

F. Ordinary Resolution – Item No. 6

Material related party transaction with Biovid Labs Pharmaceuticals Private Limited for FY 2024-25.

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 85 | 852 | 91.51 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | 8.49 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 4 | 133359 | |

G. Ordinary Resolution – Item No. 7

Material related party transaction with Manbro Polymers Limited for FY 2024-25

| | Voting | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|----------|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 84 | 846 | 91.46 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | 8.54 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 5 | 133365 | |

H. Ordinary Resolution – Item No. 8

Increase in authorised share capital of the company and subsequent alteration of the capital clause of the memorandum of association.

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|---|------------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 87 | 134195 | 99.95 |
| (ii) Voted against the resolution | E-Voting | 28 | 79 | .05 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 16 | |

I. Special Resolution – Item No. 9

Preferential allotment of upto 53,00,000 (Fifty-Three Lakhs Only) Equity Shares to the proposed promoters and non-promoters of the Company.

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|---|------------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 86 | 134175 | 99.92 |
| (ii) Voted against the resolution | E-Voting | 29 | 99 | .08 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 16 | |

J. Special Resolution – Item No. 10

Issue of upto 43,50,000 (Forty-Three Lakhs Fifty Thousand Only) warrants convertible into equity shares to the proposed promoters and non-promoters of the Company.

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|-------------------------|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 86 | 134175 | 99.92 |

| | | | | |
|--|----------|--|---|-----|
| | | | | |
| (ii) Voted against the resolution | E-Voting | 29 | 99 | .08 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 16 | |

K. Special Resolution – Item No. 11

Ratification of 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.

| | Voting Remote e-voting and e-voting at total AGM | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | E-Voting | 86 | 134175 | 99.92 |
| (ii) Voted against the resolution | E-Voting | 29 | 99 | .08 |
| | | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | | 2 | 16 | |



Anita Aswal
Company Secretary
Membership No: 37019
CP No.: 13883
Date:26/09/2024
Place: Noida
UDIN: A037019F001332775



ANITA ASWAL
COMPANY SECRETARY

R/o: Flat No. 1858, 7th Avenue, Gaur
City-1, Greater Noida, Uttar Pradesh-
201009

M. No.: +91 - 9953390534

Email ID: aswal1207@gmail.com

Scrutinizer's Report for remote e-voting carried out by M/s Manbro Industries Limited

To,

The Chairman,
Manbro Industries Limited
C 18, Shivaji Park, Punjabi Bagh, West Delhi,
New Delhi, India-110026

Sub: Annual General Meeting of the Equity Shareholder of Manbro Industries Limited held on Wednesday, 25th day of September 2024 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026

I, Anita Aswal, Practicing Company Secretary (ACS: 37019 CP No.: 13883, having registered office at Flat No. 1858, 7th Avenue, Gaur City-1, Greater Noida, Uttar Pradesh-201009, appointed as Scrutinizer for the purpose of the e-voting process on the below mentioned resolution(s) by the Board of Directors, at the Annual General Meeting of the Equity Shareholders of **Manbro Industries Limited** held on 25th September, 2024, at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026. my report as under:

1. The Company has provided e-voting facility to all the shareholders registered with the Company and entitled to vote as on 18th September, 2024.
2. The e-voting period began at Sunday, 22nd September, 2024 (09:00 A.M.) and ends on Tuesday, 24th September, 2024 (05:00 P.M.). The votes received electronically from the shareholders till Tuesday, 24th September, 2024 up to 05.00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
3. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited (NSDL) as the Authorised Agency to provide e-voting facilities.
4. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.

5. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
6. The votes received electronically were duly scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company as on the Cut-off date i.e.18thSeptember 2024.
7. The Votes were unblocked on 25thSeptember 2024 in the presence of Mr. Sanskar Rastogi and Ms Komal Kansal who are not the employees of the Company, who have signed below as the witness to the unblocking of votes.
8. 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 e-voting website of "NSDL" i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is provided hereunder.

A. Ordinary Resolution – Item No.1

Adoption of Financial Statements for the year ended March, 31 2024

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | 88 | 134201 | 99.93 |
| (ii) Voted against the resolution | 29 | 89 | .07 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 0 | 0 | |

B. Ordinary Resolution – Item No. 2

To appoint a director in place of Mr. Haldher Gupta (DIN: 08168505)

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | 88 | 96694 | 99.92 |
| (ii) Voted against the resolution | 28 | 79 | 0.08 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 2 | 37517 | |

C. Ordinary Resolution – Item No. 3

To appoint M/s Umesh Amita & Co. (FRN: 007238C) as statutory auditor of the Company and fixation their remuneration

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 87 | 134195 | 99.94 |
| (ii) Voted against the resolution | 28 | 79 | 0.06 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 2 | 16 | |

D. Ordinary Resolution – Item No. 4

Regularization of appointment of Mr. Pankaj Kumar (DIN: 01389386) as Independent Director

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 88 | 134201 | 99.94 |
| (ii) Voted against the resolution | 28 | 79 | .06 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 1 | 10 | |

E. Ordinary Resolution – Item No. 5

Ratification of Material related party transactions entered by the Company on arm's length prices during the Financial year 2023-24

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 83 | 846 | 91.46 |
| (ii) Voted against the resolution | 28 | 79 | 8.54 |
| | Total number of members whose votes | Total Number of votes cast by them | |

| | | |
|----------------------------|------------------------------|--------|
| | were declared invalid | |
| (iii) Invalid votes | 6 | 133365 |

F. Ordinary Resolution – Item No. 6

Material related party transaction with Biovid Labs Pharmaceuticals Private Limited for FY 2024-25.

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 85 | 852 | 91.51 |
| (ii) Voted against the resolution | 28 | 79 | 8.49 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 4 | 133359 | |

G. Ordinary Resolution – Item No. 7

Material related party transaction with Manbro Polymers Limited for FY 2024-25

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 84 | 846 | 91.46 |
| (ii) Voted against the resolution | 28 | 79 | 8.54 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 5 | 133365 | |

H. Ordinary Resolution – Item No. 8

Increase in authorised share capital of the company and subsequent alteration of the capital clause of the memorandum of association.

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|--|--|---|--|
| (i) Voted in favour of the resolution | 87 | 134195 | 99.95 |
| (ii) Voted against the resolution | 28 | 79 | 0.05 |
| | Total number of members whose votes | Total Number of votes cast by them | |

| | | |
|---------------------|-----------------------|----|
| | were declared invalid | |
| (iii) Invalid votes | 2 | 16 |

I. Special Resolution – Item No. 9

Preferential allotment of upto 53,00,000 (Fifty-Three Lakhs Only) Equity Shares to the proposed promoters and non-promoters of the Company.

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | 86 | 134175 | 99.92 |
| (ii) Voted against the resolution | 29 | 99 | 0.08 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
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J. Special Resolution – Item No. 10

Issue of upto 43,50,000 (Forty-Three Lakhs Fifty Thousand Only) warrants convertible into equity shares to the proposed promoters and non-promoters of the Company.

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|---|---------------------------------------|
| (i) Voted in favour of the resolution | 86 | 134175 | 99.92 |
| (ii) Voted against the resolution | 29 | 99 | 0.08 |
| | Total number of members whose votes were declared invalid | Total Number of votes cast by them | |
| (iii) Invalid votes | 2 | 16 | |

K. Special Resolution – Item No. 11

Ratification of 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.

| | Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------------|-------------------------|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 86 | 134175 | 99.92 |
| (ii) Voted against the resolution | 29 | 99 | .08 |

| | Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---------------------|---|------------------------------------|
| (iii) Invalid votes | 2 | 16 |



Anita Aswal
Company Secretary
Membership No: 37019
CP No.: 13883
Date: 26/09/2024
Place: Noida
UDIN: A037019F001332775

Witness, in whose presence voting was Unblocked.

1.

Signature

Name: Mr. Sanskar Rastogi

2.

Signature

Name: Ms. Komal Kensal



ANITA ASWAL
COMPANY SECRETARY

R/o: Flat No. 1858, 7th Avenue, Gaur
City-1, Greater Noida, Uttar Pradesh-
201009

M. No.: +91 - 9953390534

Email ID: aswal1207@gmail.com

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
Manbro Industries Limited
C 18, Shivaji Park, Punjabi Bagh, West Delhi,
New Delhi, India-110026

Sub: Annual General Meeting of the Equity Shareholder of Manbro Industries Limited held on Wednesday, 25TH day of September 2024 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026

I, Anita Aswal, Practicing Company Secretary (ACS: 37019 CP No.: 13883, S-191/C, Flat No. 1858, 7th Avenue, Gaur City-1, Greater Noida, Uttar Pradesh-201009, appointed as Scrutinizer for the purpose of the e-voting process on the below mentioned resolution(s) by the Board of Directors, at the Annual General Meeting of the Equity Shareholders of **Manbro Industries Limited** held on 25th September, 2024, at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the Registered Office of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026my report as under:

Demand for voting via has poll has not been called upon hence no vote has been carried via poll.



Anita Aswal
Company Secretary
Membership No: 37019
CP No.: 13883
Date: 26/09/2024
Place: Noida
UDIN: A037019F001332775