

**MANBRO INDUSTRIES LIMITED**  
**(Formerly known as Unimode Overseas Limited)**

Date: 31.08.2024

To,

BSE Limited  
Corporate Relationship Department  
PhirozeJeejeebhoy Tower  
Dalal Street, Fort  
Mumbai-400 001

**Ref: Scrip Code 512595 and Scrip id: MANBRO**  
**Sub: Notice of Annual General Meeting and Closure of Member's Register**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby attach the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, 25<sup>th</sup> 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 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 issued (General Circular No.09/2023) dated September 25, 2023 by the Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 respectively issued by the Securities and Exchange Board of India ("SEBI Circular"). Accordingly, the Annual Report for the financial year ended 31<sup>st</sup> March 2024 including therein the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2024, are being sent only by email to all the Members of the Company whose email address is registered with their respective Depository Participant/s.

In pursuant to Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we wish to inform you that share transfer books and Register of Members of the Company will remain close during the period from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (Both day inclusive) for the purpose of 32<sup>nd</sup> AGM to be held on Wednesday, 25<sup>th</sup> 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 Annual Report containing the Notice is uploaded on the Company's website, can be downloaded from the following link <https://www.unimodeoverseas.in/annual-reports>.

**This is for your information and records.**

Thanking you,  
Yours faithfully

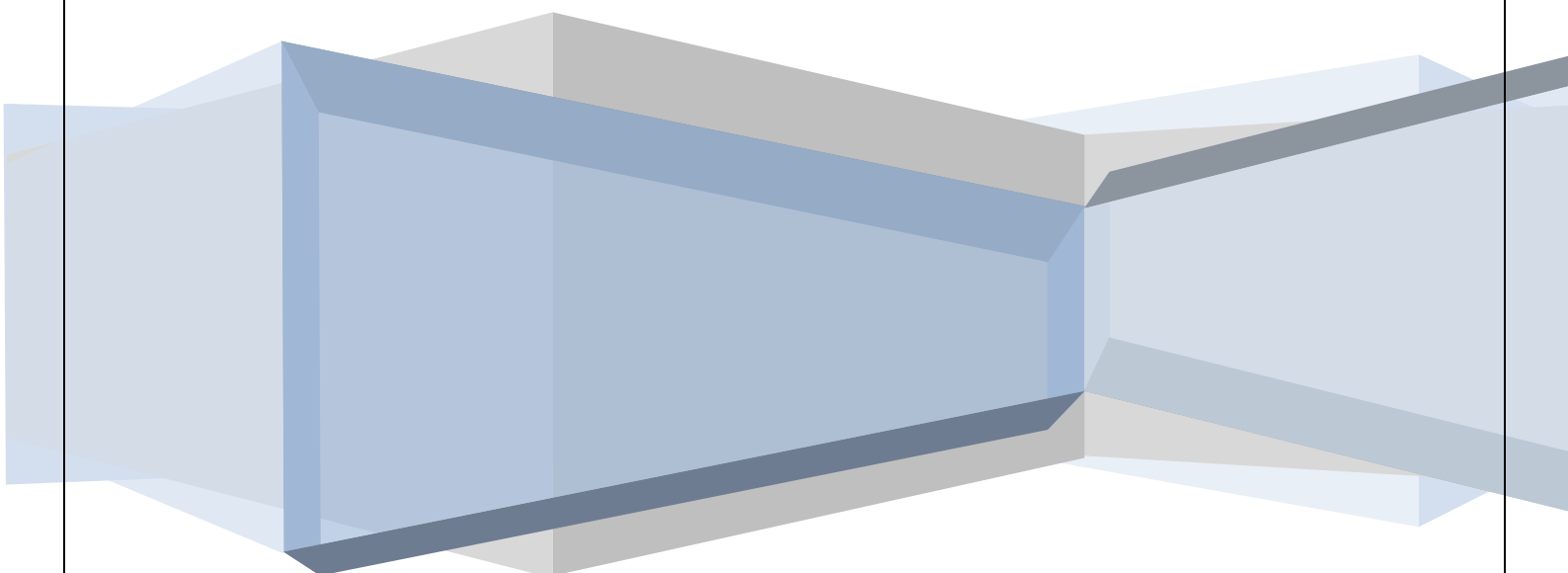
For & on behalf of **Manbro Industries Limited**

**RAJIV**  
**GUPTA**  
Digitally signed  
by RAJIV GUPTA  
Date: 2024.08.31  
16:54:06 +05'30'

**Rajiv Gupta**  
**Managing Director**  
**DIN: 01236018**

# **MANBRO INDUSTRIES LIMITED**

## **ANNUAL REPORT 2023-24**



# CORPORATE INFORMATION

## **BOARD OF DIRECTORS**

Mr. Rajiv Gupta, **Managing Director**  
Mr. Kanhiya Gupta, Executive Director  
Mr. Haldher Gupta, Executive Director  
Mr. Rajesh Kumar Raina, Non-Executive Director, (Appointed w.e.f 05.09.2023)  
Ms. Shriya, Independent Director  
Mr. Pankaj Kumar, Independent Director (Appointed w.e.f 10.11.2023)

## **CHIEF FINANCIAL OFFICER**

Ms. Nalini Gupta (Appointed w.e.f 11.08.2023)

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Bhuwan Singh Taragi

## **INTERNAL AUDITOR**

M/s Sharma V K & Associates  
Chartered Accountants  
D-4/339, Block D, Sultanpuri, Delhi, 110086

## **STATUTORY AUDITOR**

Sunil Kumar Gupta & Co.  
Chartered Accountants  
B-10, Magnum House-I, Karam Pura, Commercial Complex,  
Shivaji Marg, New Delhi- 110015

## **SECRETARIAL AUDITOR**

Ms. Divya Rani  
Practicing Company Secretary  
S-191/C, 3<sup>rd</sup> Floor, Manak Complex,  
School Block, Shakarpur, Delhi-110092.

## **BANKERS**

Kotak Mahindra Bank  
HDFC Bank

## **REGISTRAR & SHARE TRANSFER AGENT**

M/s Beetal Financial and Computer Services(P) Ltd  
Beetal house, III<sup>rd</sup> floor, 99 madangir  
New Delhi- 110062.

Contact no: 91-11-2996 1281-83

E-mail: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com); [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

## **REGISTERED OFFICE**

C 18, Shivaji Park, Punjabi Bagh, New Delhi-110026

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## Notice

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of **Manbro Industries Limited** will be held on Wednesday, 25<sup>th</sup> September, 2024 through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") deemed to be held at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026, at 12:30 P.M., to transact the following businesses: -

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, 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. Haldher Gupta (DIN: 08168505), who retires by rotation and being eligible offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Haldher Gupta (DIN: 08168505), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Umesh Amita & Co., Chartered Accountants (ICAI Firm Registration No.007238C), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditor, M/S. Sunil Kumar Gupta & Co., Chartered Accountant(ICAI Firm Registration No. 003645N), to hold office for a term of five consecutive years from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

**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 and Stock Exchange, 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."

### **SPECIAL BUSINESS**

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

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Pankaj Kumar (DIN: 01389386), who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of this annual general meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 10<sup>th</sup> November, 2023 to 9<sup>th</sup> November, 2028.

**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

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

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary 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), members of the Company be and are hereby ratified below mentioned Material Related Party Transactions entered by Company with Biovid Labs Pharmaceuticals Private Limited and Manbro Polymers Limited during the financial year 2023-24 which were held on Arm’s Length Price and ordinary course of business on the terms and conditions decided by the Board of Directors.

<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>Nature of relationship</b>	<b>Amount of transaction (in Crore)</b>
Biovid Labs Pharmaceuticals Private Limited	Purchase/ trade payable	Common director	13.24
Manbro Polymers Limited	Purchase/ trade payable	Common director	9.40

**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.

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

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary 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), consent of members of the company 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 of	Proposed maximum amount of transaction
Sale/ purchase of Goods	Common director	50 crores

**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.

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

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary 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), consent of members of the company 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	50 crores

**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.

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

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is

hereby accorded to increase the Authorized Share Capital of the Company from the present ₹5,25,00,000/- (Rupees Five Crore Twenty Five Lakhs Only) divided into 52,50,000 (Fifty Two Lakhs Fifty Thousand only) Equity Shares of face value of ₹10.00/- (Rupees Ten Only) each to ₹10,25,00,000/- (Rupees Ten Crore Twenty Five Lakhs Only) divided into 1,02,50,000 (One Crore Two Lakh Fifty Thousand Only) Equity Shares of ₹10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the Members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

“The Authorized Share Capital of the Company is ₹10,25,00,000/- (Rupees Ten Crore Twenty Five Lakhs Only) divided into 1,02,50,000 (One Crore Two Lakh Fifty Thousand Only) Equity Shares of ₹10.00/- (Rupees Ten Only) each.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies (“ROC”) as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

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

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the BSE Limited (“BSE”) (“Stock Exchange”) on which the Equity Shares of the Company having face value of ₹10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 53,00,000 (Fifty Three Lakhs) equity shares having face value of ₹10/- (Rupees Ten) each fully paid-up (“Equity Shares”) for cash, at an issue price of ₹65/- (Rupees Sixty Five Only) per shares, aggregating upto ₹34,45,00,000/- (Rupees Thirty Four Crore Forty Five Lakhs Only) (“Total Issue Size”) each including a premium of ₹55/- (Rupees Fifty Five Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a 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 to the below-mentioned person ("Proposed Allottees"):

S. No	Name of Proposed Allottees	Category of Investor	No of equity shares to be issued
1.	Mangilal Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: <b>Promoter</b>	5,25,000
2.	Sunil Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: <b>Promoter</b>	5,25,000
3.	Binod Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: <b>Promoter</b>	11,55,000
4.	Dilip Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: <b>Promoter</b>	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 Poymers 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	7,000
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** in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Equity Shares, shall be Monday August 26, 2024, being the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Wednesday, September 25, 2024.



**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approval. The allotment of Equity Shares to the proposed promoter is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**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.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the 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 modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “Listing Regulations”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (“BSE”) (“Stock Exchange”), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “Board”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 43,50,000 (Forty Three Lakhs Fifty Thousand) convertible warrants (“Warrants”), at a price of ₹65/- (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/- (Rupees Ten Only), each at a premium of ₹55/- 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 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:

S. No.	Name of Proposed Allottees	Category of Investor	Maximum number of Convertible Warrants proposed to be allotted
1.	Mangilal Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	1,93,750

2.	Sunil Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	1,93,750
3.	Binod Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	4,26,250
4.	Dilip Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: 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 Poymers 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 Ltd	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

**RESOLVED FURTHER THAT** in accordance with regulation 161 of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculating floor price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants is Monday August 26, 2024, being the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Wednesday, September 25, 2024.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. The allotment of said warrants to the proposed promoter is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue 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 pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such 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 Exchanges for obtaining of in-principle approval, filing of requisite documents with the concerned Registrar of Companies ("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."

**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.**

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** the Certificate certifying compliance with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to the change of the Company's name from 'Unimode Overseas Limited' to 'Manbro Industries Limited', effective from 11th August 2023, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors and/or any authorized officer(s) of the Company be and are hereby authorized to sign and submit the said Certificate to the relevant authorities, as required."

**For & on order of the Board of Directors  
M/s Manbro Industries Limited**

**Sd/-  
Bhuwan Singh Taragi  
Company Secretary  
ACS 62693**

**Registered Office:**

C-18 Shivaji Park, Punjabi Bagh,  
New Delhi, 110026  
CIN: L47211DL1992PLC048444

Place: New Delhi  
Date: 28.08.2024

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013("the Act"), in respect to the Special business under item no 4 set above and the details are required under Regulation 36 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations') entered with the Stock Exchange and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at this Annual General Meeting is annexed hereto.
2. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
3. **The facility to appoint proxy to attend and cast vote for the members is not available for this 32nd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 32nd AGM through VC/OAVM and cast their votes through e-voting.**
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

7. **Members are requested to notify any change in their address:**
- (i) **To the Registrar & Share Transfer Agent of the company- M/s Beetal Financial and Computer Services Private Limited, Beetal House, III Floor, Madangir, New Delhi- 110062 in respect of the Physical Shares, if any, quoting their Folio Number, and**
  - (ii) **To their Depository Participant in respect of the Shares held in Dematerialized form.**
8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit, the Registrar & share Transfer Agent of the Company, the prescribed form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
9. **Electronic copy of the Annual Report** for 2023-24 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, are requested to please register your respective mail address with the registered transfer agent.
10. **Electronic copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company** inter alia indicating the process and manner of e-voting is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, are requested to please register your respective mail address with the registered transfer agent.
11. Voting Option:

**Voting through Electronic Means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:
  - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
  - Step 2: Cast your vote electronically on NSDL e-Voting system.**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**The remote e-voting period begins on 22<sup>nd</sup> September, 2024 at 09:00 A.M. and ends on 24<sup>th</sup> September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18<sup>th</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>th</sup> September, 2024.**

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demit mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evotingnsdl.com/">https://www.evotingnsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System MyEasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client

ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

##### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aswal1207@gmail.com](mailto:aswal1207@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through

the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Procedure to join the AGM on NSDL e-voting system**

1. After successful authentication, Members need to click on ‘VC/OAVM’ link placed under ‘Join General Meeting’ for joining virtual meeting.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM.
5. The joining link shall be kept open throughout the proceedings of AGM.
6. Members, who need assistance before or during the AGM, may send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or use Toll free no.: 022 - 4886 7000.

**Procedure for e-voting during the AGM**

- The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- In case of any queries, Members may refer the ‘Frequently Asked Questions (FAQs) for Shareholders’ and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000.

**Please note the following:**

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM though e voting but have not cast their votes by availing the remote e-voting facility earlier.
- The Scrutinizer shall after the conclusion of voting at the general meeting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.18<sup>th</sup> September 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.

X. **Ms. Anita Aswal, Practicing Company Secretary**, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XI. The Scrutinizer shall after the conclusion of voting at the general meeting unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.unimodeoverseas.in](http://www.unimodeoverseas.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website <https://www.unimodeoverseas.in/annual-reports> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
13. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com).
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 10:00 Hrs. to 15:00 Hrs. up to the date of Annual General Meeting and also at the venue of Meeting.
15. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to our mail ID at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026 between 1<sup>st</sup> September, 2024 (9.00 a.m. IST) and 22<sup>nd</sup> September, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

The Following Explanatory Statement sets out all the Material facts relating to the item **No. 4 to 11** of the accompanying Notice.

**In respect of item No. 4**

**Mr. Pankaj Kumar (DIN: 01389386)** was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 10/11/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. **Mr. Pankaj Kumar (DIN: 01389386)**, Additional Director holds office up to the date of this Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Pankaj Kumar as Independent Director of the company.

Except for **Mr. Pankaj Kumar**, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives has any financial or personal interest or otherwise, in the Resolution set out in the notice.

The Board recommends the resolution set forth in item no.4 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and
- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. A declaration of Independent and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Mr. Pankaj Kumar as an Independent Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website [www.unimodeoverseas.in](http://www.unimodeoverseas.in)

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

<b>NAME OF THE DIRECTOR</b>	<b>Pankaj Kumar</b>
<b>DIN</b>	01389386
<b>Father's Name</b>	Gurucharan Lal Kumar
<b>Date of Birth</b>	03-12-1970
<b>Date of Appointment as additional director</b>	10-11-2023
<b>Educational Qualification</b>	B.Com
<b>Experience &amp; expertise in specific function area</b>	More than 33 Years of experience in the industry
<b>Directorship held in other Companies (Excluding foreign companies)</b>	3
<b>Committees positions held in other companies</b>	Nil
<b>Shareholding in Companies</b>	NA
<b>No of Board Meeting attended during the FY 2023-24</b>	1
<b>Relationship between Director inter-se</b>	Not related to any director

**In respect of item No. 5**

We wish to inform that during the financial year 2023-24, our company had entered into material Related Party Transactions (RPTs) with Biovid Labs Pharmaceuticals Private Limited and Manbro Polymers Limited. We confirm that all such transactions were conducted at arm's length prices, ensuring fair and transparent dealings. These transactions were undertaken in the ordinary course of business and in accordance with the provisions of Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 61[17A,] 18, 19, 20, 21,22, 23, 24, 62[24A,] 25, 26, 27 and clauses (b) to (i) 63[and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply on our company. Therefore, our company is exempt from complying with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Consequently, we are not mandatorily required to obtain prior approval from our shareholders for such transactions. However, in line with our commitment to good corporate governance and transparency, we have voluntarily chosen to seek the approval of our shareholders for said material RPTs.**

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1	Name of the related parties	Biovid Labs Pharmaceuticals Private Limited and Manbro Polymers Limited
2	Nature of relationship with the company	Common Director
3	Type, material terms and Particulars of proposed transaction	Purchase of goods {Vicocet 90 Emulsifier (for industrial use only), AMG90 Plasticizer (for polymer use only), acetic acid, MS Plasticizer (for polymer use only)}
4.	Tenure of transaction	Duration of 1 year
5.	Value of transaction	22.63 Crore
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	94.32%

7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Justification as to why the RPT is in the interest of the listed entity	RPT is done to save storage expenses, reducing the risk of defects and easy to availability from the said related entities
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Save and except Mr. Rajiv Gupta, Mr. Haldher Gupta and Mr. Kanhiya Gupta and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 5 of the Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends the resolution set forth in item no.5 for the approval of the members.

#### **In respect of item No. 6**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company intends to engage in certain transactions with related parties as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be



undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 61[17A,] 18, 19, 20, 21,22, 23, 24, 62[24A,] 25, 26, 27 and clauses (b) to (i) 63[and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply on our company. Therefore, our company is exempt from complying with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Consequently, we are not mandatorily required to obtain prior approval from our shareholders for such transactions. However, in line with our commitment to good corporate governance and transparency, we have voluntarily chosen to seek the approval of our shareholders for said material RPTs.**

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1	Name of the related party	Biovid Labs Pharmaceuticals Private Limited
2	Nature of relationship with the company	Common Director
3	Type, material terms and Particulars of proposed transaction	Purchase of goods {Vicocet90 Emulsifier (for industrial use only), AMG90 Plasticizer (for polymer use only), acetic acid, MS Plasticizer (for polymer use only)}
4.	Tenure of proposed transaction	Duration of 1 year
5.	Value of proposed transaction	Not exceeding 50 crores in Financial year 2024-25
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	208.34%
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Justification as to why the RPT is in the interest of the listed entity	RPT is done to save storage expenses, reducing the risk of defects and easy to availability from the said related entities
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Any other information that may be	All relevant / important information forms part of

relevant	this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
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As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Save and except Mr. Rajiv Gupta, Mr. Haldher Gupta and Mr. Kanhiya Gupta and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 6 of the Notice.

The Board recommends the resolution set forth in item no.6 for the approval of the members.

#### **In respect of item No. 7**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company intends to engage in certain transactions with related parties as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 61[17A,] 18, 19, 20, 21,22, 23, 24, 62[24A,] 25, 26, 27 and clauses (b) to (i) 63[and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply on our company. Therefore, our company is exempt from complying with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Consequently, we are not mandatorily required to obtain prior approval from our shareholders for such transactions. However, in line with our commitment to good corporate governance and transparency, we have voluntarily chosen to seek the approval of our shareholders for said material RPTs.**

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1	Name of the related party	Manbro Polymers Limited
2	Nature of relationship with the company	Common Director
3	Type, material terms and Particulars of proposed transaction	Purchase of goods {Vicocet 90 Emulsifier (for industrial use only), AMG90 Plasticizer (for polymer use only), acetic acid, MS Plasticizer (for polymer use only)}
4.	Tenure of proposed transaction	Duration of 1 year
5.	Value of proposed transaction	Not exceeding 50crores in Financial year 2024-25
6.	The percentage of the listed entity's	208.34%

	annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Justification as to why the RPT is in the interest of the listed entity	RPT is done to save storage expenses, reducing the risk of defects and easy to availability from the said related entities
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Save and except Mr. Rajiv Gupta, Mr. Haldher Gupta and Mr. Kanhiya Gupta and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 7 of the Notice.

The Board recommends the resolution set forth in item no.7 for the approval of the members.

#### **In respect of item No. 8**

To meet the requirements of growing business, the Company has come up with a Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹5,25,00,000/- (Rupees Five Crore Twenty-Five Lakhs Only) and it is proposed to increase the same by ₹5,00,00,000 /- (Rupees Five Crore Only) to make it ₹10,25,00,000/- (Rupees Ten Crore Twenty Five Lakhs Only).

Increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 8 of the Notice.

The Board recommends the resolution as set out under Item No. 8 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

### **In respect of item No. 9**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the 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 modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### **a) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of the Company, in its meeting held on Wednesday, August 28, 2024 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 53,00,000 (Fifty Three Lakhs) equity shares having face value of ₹10/- (Rupees Ten) per Equity Share, at a price of ₹65/- (Rupees Sixty Five Only) Equity Share including a premium of ₹55/- (Rupees Fifty Five Only) per Equity Share, aggregating upto ₹34,45,00,000/- (Rupees Thirty Four Crore Forty Five Lakhs Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 9.

#### **b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors in its meeting held on Wednesday, August 28, 2024 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to 53,00,000 (Fifty Three Lakhs) Equity Shares of the face value of ₹10/- (Rupees Ten) each ("the Equity Shares") at a price of ₹65/- (Rupees Sixty Five Only) Equity Share including a premium of ₹55/- (Rupees Fifty Five Only) per Equity Share, aggregating upto ₹34,45,00,000/- (Rupees Thirty Four Crore Forty Five Lakhs Only) (being not less than the price calculated in terms of ICDR Regulations) to Proposed Promoter and Non-Promoters Investors on a preferential basis.

#### **c) Purpose/Object of the preferential issue**

The Company proposes to raise funds through issue of equity shares on preferential basis:

1. Meet funding requirements for Business Expansion
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

#### **d) Maximum number of securities to be issued and price at which securities being offered**

It is proposed to issue and allot in aggregate up to 53,00,000 fully paid-up equity shares having face value of ₹10/- (Rupees Ten) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹64.19/- (Rupees Sixty Four and Nineteen paise only).

#### **e) Basis on which the price has been arrived at along with report of the registered valuer**

The Board of the Company has fixed the Issue price of Rs.65/- (Rupee Sixty Five Only) each which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. Minimum price is ₹64.19/- per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations was performed by **Mr. Manish Manwani**, a Registered Valuer (Registration No.

IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, SpazeItech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018.

The shares of the Company are listed on BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, SpazeItech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is <https://www.unimodeoverseas.in/corporate-announcements>

**f) Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday August 26, 2024 i.e. the date 30 (Thirty days prior to the date of proposed AGM which is scheduled to be held on Wednesday, September 25, 2024 to consider and approve the proposed Preferential Issue.

**g) The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity share to be issued	Post- Issue equity Shareholding (Post Preferential allotment)#	
				No. of Shares	% of holding		No. of Shares	% of holding *
1.	Mangilal Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations :Promoter	Not Applicable	Nil	Nil	5,25,000	7,18,750	7.08%
2.	Sunil Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations :Promoter	Not Applicable	Nil	Nil	5,25,000	7,18,750	7.08%
3.	Binod Kumar Goenka	Currently: Proposed Promoter	Not Applicable	Nil	Nil	11,55,000	15,81,250	15.58%

		Post Open Offer under Takeover Regulations :Promoter						
4.	Dilip Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	19,95,000	27,31,250	26.91%
5.	Saket Agarwal	Non-Promoter	Not Applicable	Nil	Nil	3,00,000	3,00,000	2.96%
6.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	1,75,000	20,00,000	19.70%
7.	Laxmi Trade Solutions	Non-Promoter	Yash Pal Gupta, Rohin Gupta and Tripti Gupta	Nil	Nil	1,50,000	1,50,000	1.48%
8.	Sanjeev Kathuria	Non-Promoter	Not Applicable	Nil	Nil	1,25,000	1,25,000	1.23%
9.	Sangeeta Pareekh	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	4,00,000	3.94%
10.	DMA Cube 5 Analytics Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	27,000	78,000	0.77%
11.	PetflakesPoymer's India Private Limited	Non-Promoter	Abhinav Gupta	Nil	Nil	26,500	1,11,000	1.09%
12.	Sanjay Tiwari	Non-Promoter	Not Applicable	Nil	Nil	25,000	25,000	0.25%
13.	Vaishali Yatin Shah	Non-Promoter	Not Applicable	Nil	Nil	25,000	40,000	0.39%
14.	Aryan Malik	Non-Promoter	Not Applicable	Nil	Nil	20,000	20,000	0.20%
15.	Gopal Agarwal	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.15%
16.	Anil Sharma	Non-Promoter	Not Applicable	Nil	Nil	12,000	12,000	0.12%
17.	Rakesh Chandra Pareek	Non-Promoter	Not Applicable	Nil	Nil	12,000	12,000	0.12%
18.	Abhinav Gupta	Non-Promoter	Not Applicable	Nil	Nil	12,000	1,62,000	1.60%
19.	Pankaj Sharma	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
20.	Uma Pareek	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
21.	Rama Nand Gupta	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
22.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	10,000	25,000	0.25%
23.	Vidhi Bansal Gupta	Non-Promoter	Not Applicable	Nil	Nil	9,000	1,32,000	1.30%
24.	Prakash Chandra	Non-	Not	Nil	Nil	7,000	12,000	0.12%

	Pareek	Promoter	Applicable					
25.	Atul Saluja	Non-Promoter	Not Applicable	Nil	Nil	6,000	6,000	0.06%
26.	Abhinav Gupta HUF	Non-Promoter	Abhinav Gupta	Nil	Nil	6,000	1,26,000	1.24%
27.	Meera Gupta	Non-Promoter	Not Applicable	Nil	Nil	4,500	36,000	0.35%
28.	Yash Sharma	Non-Promoter	Not Applicable	Nil	Nil	3,000	3,000	0.03%

# The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:

- i. 53,00,000 (Fifty-Three Lakhs) equity shares through preferential issue to the Proposed Promoters and certain identified non promoter persons as mentioned under Item no 9.
- ii. 43,50,000 (Forty-Three Lakhs Fifty Thousand) warrants issued to the Proposed Promoters and certain identified non-promoter persons as mentioned under Item no 10 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (equity + Warrant) i.e. ₹10,15,10,500 (Ten Crore Fifteen Lakhs Ten Thousand Five Hundred) divided into 1,01,51,050 (One Crore OneLakh Fifty OneThousand Fifty) Equity Shares of ₹10/- (Rupees Ten Only) each.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka (the proposed allottees), shall acquire and exercise control in the Company.

**i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer**

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued.

The proposed preferential allotment is to be made to Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka, who presently belongs to 'Non-Promoter' category; However, post the completion of the Preferential Issue and the Open Offer as detailed below, they shall be classified into 'Promoter' category of the Company.

Pursuant to the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Post the completion of the Preferential Issue and the Open Offer, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka would be classified into "Promoter" category of the Company.

**j) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares to the Proposed Promoter Acquirers will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

**k) Shareholding pattern pre and post preferential issue would be as follows**

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Promoters' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding	Equity Shares to	Warrants to	#Post-Issue Shareholding	##Post-Issue Shareholding
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				be	be	(Post		(Upon completion	
		No. of	%	Allotted	Allotted	Preferential	allotment)	of	open offer)
		equity				No. of	%	No. of	% *
		shares				equity		equity	
		shares				shares		shares	
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>								
(a)	Indian Promoter	1,33,349	26.61%	42,00,000	15,50,000	58,83,349	57.96%	83,89,273	82.64%
(b)	Foreign Promoter	-	-	-	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,33,349</b>	<b>26.61 %</b>	<b>42,00,000</b>	<b>15,50,000</b>	<b>58,83,349</b>	<b>57.96%</b>	<b>83,89,273</b>	<b>82.64%</b>
<b>B</b>	<b>Public Shareholding</b>								
(a)	<b>Institutional Investor</b>								
(i)	Bank	50	0.01%	-	-	50	0.00%		
(ii)	Alternate Investment Funds	-	-	-	-	-	-		
(b)	<b>Non-Institutions</b>								
(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	3,02,290	60.33%	1,30,500	80,000	5,12,790	5.05%		
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	-	-	5,75,000	6,04,500	11,79,500	11.62%		
(iii)	Bodies Corporate	7,263	1.45%	2,38,500	19,85,500	22,31,263	21.98%		
(iv)	Non-Resident Indians	56,670	11.31%	-	-	56,670	0.56%		
(v)	Resident Indian HUF	1,397	0.28%	6,000	1,30,000	1,37,397	1.35%		
(vi)	Clearing Member	1	0.00%	-	-	1	0.00%		
(vii)	Firm	-	-	1,50,000	-	1,50,000	1.48%		
(viii)	Unclaimed Escrow Account	30	0.01%	-	-	30	0.00%		
	<b>Sub Total (B)</b>	<b>3,67,701</b>	<b>73.39%</b>	<b>11,00,000</b>	<b>28,00,000</b>	<b>42,67,701</b>	<b>42.04%</b>	<b>17,61,777</b>	<b>17.36%</b>
	<b>Total Shareholding (A+B)</b>	<b>5,01,050</b>	<b>100%</b>	<b>53,00,000</b>	<b>43,50,000</b>	<b>1,01,51,050</b>	<b>100%</b>	<b>1,01,51,050</b>	<b>100%</b>

# In the post issue shareholding, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka the proposed allottees, [collectively referred to as "Acquirers"], have been included in the promoter category.

## Pursuant to the completion of Open Offer, the shares held by the existing promoters namely Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Halder Gupta will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post



shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer

\*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

**l) Change in Control, if any, in the Company consequent to the preferential issue**

There shall be a change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoters and certain identified non-promoter persons.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year the Company has not made any allotments on a preferential basis till date.

**n) Principal terms of assets charged as securities**

Not applicable.

**o) Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p) Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Sl. No.	Name of Allottee	Current Status	Post Status
1	Mangilal Goenka	Non Promoter	Promoter
2	Sunil Kumar Goenka	Non Promoter	Promoter
3	Binod Kumar Goenka	Non Promoter	Promoter
4	Dilip Kumar Goenka	Non Promoter	Promoter
5	Saket Agarwal	Non Promoter	Non Promoter
6	Securocrop Securities India Private Limited	Non Promoter	Non Promoter
7	Laxmi Trade Solutions	Non Promoter	Non Promoter
8	Sanjeev Kathuria	Non Promoter	Non Promoter
9	Sangeeta Pareekh	Non Promoter	Non Promoter
10	DMA Cube 5 Analytics Private Limited	Non Promoter	Non Promoter
11	Petflakes Poymers India Private Limited	Non Promoter	Non Promoter
12	Sanjay Tiwari	Non Promoter	Non Promoter
13	Vaishali Yatin Shah	Non Promoter	Non Promoter
14	Aryan Malik	Non Promoter	Non Promoter
15	Gopal Agarwal	Non Promoter	Non Promoter
16	Anil Sharma	Non Promoter	Non Promoter
17	Rakesh Chandra Pareek	Non Promoter	Non Promoter
18	Abhinav Gupta	Non Promoter	Non Promoter
19	Pankaj Sharma	Non Promoter	Non Promoter
20	Uma Pareek	Non Promoter	Non Promoter
21	Rama Nand Gupta	Non Promoter	Non Promoter
22	BGP 11 Analytics Private Limited	Non Promoter	Non Promoter
23	Vidhi Bansal Gupta	Non Promoter	Non Promoter
24	Prakash Chandra Pareek	Non Promoter	Non Promoter
25	Atul Saluja	Non Promoter	Non Promoter
26	Abhinav Gupta HUF	Non Promoter	Non Promoter
27	Meera Gupta	Non Promoter	Non Promoter
28	Yash Sharma	Non Promoter	Non Promoter

**r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	Mangilal Goenka	7.08%
2.	Sunil Kumar Goenka	7.08%
3.	Binod Kumar Goenka	15.58%
4.	Dilip Kumar Goenka	26.91%
5.	Saket Agarwal	2.96%
6.	Securocrop Securities India Private Limited	19.70%
7.	Laxmi Trade Solutions	1.48%
8.	Sanjeev Kathuria	1.23%
9.	Sangeeta Pareekh	3.94%
10.	DMA Cube 5 Analytics Private Limited	0.77%
11.	Petflakes Poymers India Private Limited	1.09%
12.	Sanjay Tiwari	0.25%
13.	Vaishali Yatin Shah	0.39%
14.	Aryan Malik	0.20%
15.	Gopal Agarwal	0.15%
16.	Anil Sharma	0.12%
17.	Rakesh Chandra Pareek	0.12%
18.	Abhinav Gupta	1.60%
19.	Pankaj Sharma	0.10%
20.	Uma Pareek	0.10%
21.	Rama Nand Gupta	0.10%
22.	BGP 11 Analytics Private Limited	0.25%
23.	Vidhi Bansal Gupta	1.30%
24.	Prakash Chandra Pareek	0.12%
25.	Atul Saluja	0.06%
26.	Abhinav Gupta HUF	1.24%
27.	Meera Gupta	0.35%
28.	Yash Sharma	0.03%

*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (equity + Warrant) i.e. ₹10,15,10,500 (Ten Crore Fifteen Lakhs Ten Thousand Five Hundred) divided into 1,01,51,050 (One Crore One Lakh Fifty One Thousand Fifty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka (the proposed allottees), shall acquire and exercise control in the Company.

**s) Amount which the company intends to raise by way of such securities**

Aggregating up to ₹34,45,00,000/- (Rupees Thirty Four Crore Forty Five Lakhs Only).

**t) Certificate of Practicing Company Secretary**

The certificate from Amit H.V. & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://www.unimodeoverseas.in/corporate-announcements>

**u) Other Disclosures/ Undertaking**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR

Regulations.

- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 9 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

#### **In respect of item No. 10**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the 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 modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

#### **a) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board at their meeting held on Wednesday, August 28, 2024 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one

or more tranches, upto 43,50,000 (Forty Three Lakhs Fifty Thousand) convertible warrants ("Warrants"), at a price of ₹65/- (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/- (Rupees Ten Only), each at a premium of ₹55/- 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 promoters and non-promoters 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 as mentioned in the resolution no. 10.

**b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 43,50,000 (Forty Three Lakhs Fifty Thousand) convertible warrants into equity shares ("Warrants"), at a price of ₹65/- (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**") by way of a Preferential Issue.

**c) Purpose/Object of the preferential issue:**

The Company proposes to raise funds through issue of equity shares on preferential basis:

1. Meet funding requirements for Business Expansion
3. Meet working capital requirements to strengthen financial position
4. General corporate purposes.

**d) Maximum number of securities to be issued and price at which securities being offered:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 43,50,000 (Forty Three Lakhs Fifty Thousand) convertible warrants into equity shares ("Warrants"), at a price of ₹65/- (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**") by way of a Preferential Issue.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹64.19/- (Rupees Sixty-Four and Nineteen paise only) per Convertible Warrant.

**e) Basis on which the price has been arrived at along with report of the registered valuer**

The Board of the Company has fixed the Issue price of Rs.65/- (Rupee Sixty-Five Only) each which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. Minimum price is ₹64.19/- per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations was performed by **Mr. Manish Manwani**, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, SpazeITech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018.

The shares of the Company are listed on BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, SpazeITech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is <https://www.unimodeoverseas.in/corporate-announcements>

**f) Relevant Date:**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday August 26, 2024 i.e. the date 30 (Thirty days prior to the date of proposed AGM which is scheduled to be held on Wednesday, September 25, 2024 to consider and approve the proposed Preferential Issue.

**g) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- equity Issue Shareholding (Post Preferential allotment)#	
				No. of Shares	% of holding		No. of Shares	% of holding*
1.	MangilalGoenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	1,93,750	7,18,750	7.08%
2.	Sunil Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	1,93,750	7,18,750	7.08%
3.	Binod Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	4,26,250	15,81,250	15.58%
4.	Dilip Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	7,36,250	27,31,250	26.91%
5.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	18,25,000	20,00,000	19.70%

6.	Sangeeta Pareekh	Non-Promoter	Not Applicable	Nil	Nil	3,00,000	4,00,000	3.94%
7.	Abhinav Gupta	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,62,000	1.60%
8.	Vidhi Bansal Gupta	Non-Promoter	Not Applicable	Nil	Nil	1,23,000	1,32,000	1.30%
9.	Abhinav Gupta HUF	Non-Promoter	Abhinav Gupta	Nil	Nil	1,20,000	1,26,000	1.24%
10.	Petflakes Poymers India Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	84,500	1,11,000	1.09%
11.	DMA Cube 5 Analytics Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	51,000	78,000	0.77%
12.	Meera Gupta	Non-Promoter	Not Applicable	Nil	Nil	31,500	36,000	0.35%
13.	Bhavya Jain	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.15%
14.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.15%
15.	Vaishali Yatin shah	Non-Promoter	Not Applicable	Nil	Nil	15,000	40,000	0.39%
16.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	15,000	25,000	0.25%
17.	Gaurav Singh	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
18.	Amit Kumar	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
19.	Master Capital Services Limited	Non-Promoter	Not Applicable##	Nil	Nil	10,000	10,000	0.10%
20.	Amit Puri HUF	Non-Promoter	Amit Puri	Nil	Nil	10,000	10,000	0.10%
21.	Prakash Chandra Pareek	Non-Promoter	Not Applicable	Nil	Nil	5,000	12,000	0.12%
22.	Ishani Bansal	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.05%
23.	Pramod Singh Negi	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.05%

# The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:

- 53,00,000 (Fifty-Three Lakhs) equity shares through preferential issue to the Proposed Promoters and certain identified non-promoter persons as mentioned under Item no 9.
- 43,50,000 (Forty-Three Lakhs Fifty Thousand) warrants issued to the Proposed Promoters and certain identified non-promoter persons as mentioned under Item no 10 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (equity + Warrant) i.e. ₹10,15,10,500 (Ten Crore Fifteen Lakhs Ten Thousand Five Hundred) divided into 1,01,51,050 (One Crore One Lakh Fifty One Thousand Fifty) Equity Shares of ₹10/- (Rupees Ten Only) each.

##As Master Capital Services Limited is wholly owned subsidiary of Listed Company.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka (the proposed allottees), shall acquire and exercise control in the Company.

**Note:** The post holding may vary depending upon any other corporate action in between.

- Intention of the promoters/ directors/ or key managerial personnel to subscribe to the**

**offer:**

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued.

The proposed preferential allotment is to be made to Mr. MangilalGoenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka, who presently belongs to 'Non-Promoter' category; However, post the completion of the Preferential Issue and the Open Offer as detailed below, they shall be classified into 'Promoter' category of the Company.

Pursuant to the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Post the completion of the Preferential Issue and the Open Offer, Mr. MangilalGoenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka would be classified into "Promoter" category of the Company.

**j) Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the preferential issue/allotment of Warrants shall be completed within a maximum period of 15 days from the date of this resolution, provided that where the said allotment is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Warrants to the Proposed Promoter Acquirer will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

**k) Shareholding pattern pre and post preferential issue would be as follows:**

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Promoters' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre Issue Shareholding		Equity Shares to be Allotted	Warrants to be Allotted	#Post-Issue Shareholding (Post Preferential allotment)		##Post-Issue Shareholding (Upon completion of open offer)	
		No. of equity shares	%			No. of equity shares	%	No. of equity shares	% *
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>								
(a)	Indian Promoter	1,33,349	26.61%	42,00,000	15,50,000	58,83,349	57.96%	83,89,273	82.64%
(b)	Foreign Promoter	-	-	-	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,33,349</b>	<b>26.61 %</b>	<b>42,00,000</b>	<b>15,50,000</b>	<b>58,83,349</b>	<b>57.96 %</b>	<b>83,89,273</b>	<b>82.64 %</b>
<b>B</b>	<b>Public Shareholding</b>								
(a)	<b>Institutional Investor</b>								
(i)	Bank	50	0.01%	-	-	50	0.00%		
(ii)	Alternate Investment Funds	-	-	-	-	-	-		
(b)	<b>Non-Institutions</b>								

(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	3,02,290	60.33%	1,30,500	80,000	5,12,790	5.05%	17,61,777	17.36%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	-	-	5,75,000	6,04,500	11,79,500	11.62%		
(iii)	Bodies Corporate	7,263	1.45%	2,38,500	19,85,500	22,31,263	21.98%		
(iv)	Non-Resident Indians	56,670	11.31%	-	-	56,670	0.56%		
(v)	Resident Indian HUF	1,397	0.28%	6,000	1,30,000	1,37,397	1.35%		
(vi)	Clearing Member	1	0.00%	-	-	1	0.00%		
(vii)	Firm	-	-	1,50,000	-	1,50,000	1.48%		
(viii)	Unclaimed Escrow Account	30	0.01%	-	-	30	0.00%		
	<b>Sub Total (B)</b>	<b>3,67,701</b>	<b>73.39%</b>	<b>11,00,000</b>	<b>28,00,000</b>	<b>42,67,701</b>	<b>42.04%</b>	<b>17,61,777</b>	<b>17.36%</b>
	<b>Total Shareholding (A+B)</b>	<b>5,01,050</b>	<b>100%</b>	<b>53,00,000</b>	<b>43,50,000</b>	<b>1,01,51,050</b>	<b>100%</b>	<b>1,01,51,050</b>	<b>100%</b>

*# In the post issue shareholding, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka the proposed allottees, [collectively referred to as "Acquirers"], have been included in the promoter category.*

*## Pursuant to the completion of Open Offer, the shares held by the existing promoters namely Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer*

*\*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.*

**l) Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be a change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoters and certain identified non-promoter persons.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year the Company has not made any allotments on preferential basis till date

**n) Principal terms of assets charged as securities:**

Not applicable.

**o) Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p) Lock-In Period & Transferability:**

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.



Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

**q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sl. No.	Name of Allottee	Current Status	Post Status
1	MangilalGoenka	Non Promoter	Promoter
2	Sunil Kumar Goenka	Non Promoter	Promoter
3	Binod Kumar Goenka	Non Promoter	Promoter
4	Dilip Kumar Goenka	Non Promoter	Promoter
5	Securocrop Securities India Private Limited	Non Promoter	Non Promoter
6	Sangeeta Pareekh	Non Promoter	Non Promoter
7	Abhinav Gupta	Non Promoter	Non Promoter
8	Vidhi Bansal Gupta	Non Promoter	Non Promoter
9	Abhinav Gupta HUF	Non Promoter	Non Promoter
10	PetflakesPoymers India Private Limited	Non Promoter	Non Promoter
11	DMA Cube 5 Analytics Private Limited	Non Promoter	Non Promoter
12	Meera Gupta	Non Promoter	Non Promoter
13	Bhavya Jain	Non Promoter	Non Promoter
14	Vivek Sawhney	Non Promoter	Non Promoter
15	Vaishali Yatin shah	Non Promoter	Non Promoter
16	BGP 11 Analytics Private Limited	Non Promoter	Non Promoter
17	Gaurav Singh	Non Promoter	Non Promoter
18	Amit Kumar	Non Promoter	Non Promoter
19	Master Capital Services Limited	Non Promoter	Non Promoter
20	Amit Puri HUF	Non Promoter	Non Promoter
21	Prakash Chandra Pareek	Non Promoter	Non Promoter
22	Ishani Bansal	Non Promoter	Non Promoter
23	Pramod Singh Negi	Non Promoter	Non Promoter

**r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

S. No.	Name of Proposed Allottees	Percentage of post preferential issue *
1.	MangilalGoenka	7.08%
2.	Sunil Kumar Goenka	7.08%
3.	Binod Kumar Goenka	15.58%
4.	Dilip Kumar Goenka	26.91%
5.	Securocrop Securities India Private Limited	19.70%
6.	Sangeeta Pareekh	3.94%
7.	Abhinav Gupta	1.60%
8.	Vidhi Bansal Gupta	1.30%
9.	Abhinav Gupta HUF	1.24%
10.	PetflakesPoymers India Private Limited	1.09%
11.	DMA Cube 5 Analytics Private Limited	0.77%
12.	Meera Gupta	0.35%
13.	Bhavya Jain	0.15%
14.	Vivek Sawhney	0.15%
15.	Vaishali Yatin shah	0.39%
16.	BGP 11 Analytics Private Limited	0.25%
17.	Gaurav Singh	0.10%
18.	Amit Kumar	0.10%
19.	Master Capital Services Limited	0.10%
20.	Amit Puri HUF	0.10%

21.	Prakash Chandra Pareek	0.12%
22.	Ishani Bansal	0.05%
23.	Pramod Singh Negi	0.05%

*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (equity + Warrant) i.e. ₹10,15,10,500 (Ten Crore Fifteen Lakhs Ten Thousand Five Hundred) divided into 1,01,51,050 (One Crore One Lakh Fifty One Thousand Fifty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka (the proposed allottees), shall acquire and exercise control in the Company.

**s) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

**t) Amount which the company intends to raise by way of such securities:**

Aggregating up to ₹28,27,50,000/- (Rupees Twenty Eight Crore Twenty Seven Lakhs Fifty Thousand Only).

**u) Certificate of Practicing Company Secretary:**

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://www.unimodeoverseas.in/corporate-announcements>

**v) Other disclosures/Undertaking:**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any warrants of the Company during the last one year.

- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 10 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

#### **In respect of item No. 11**

It is informed to our members of the company 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 under 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 11.08.2023. For compliance of above provisions, the official of BSE Ltd had advised the company to place it in ensuing shareholder meeting. In compliance to regulation 45(1) of SEBI (LODR) Regulations, 2015, said Compliance certificate is attached along with this explanatory statement.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 11 for the approval of the Members by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the accompanying Notice.



**SMA & ASSOCIATES**  
**Chartered Accountants**

304/10178, Ravinder Plaza, Abdul Aziz Road  
Karol Bagh, New Delhi-110005  
Tel. :011 - 43685156  
E-mail: [smacpartners@gmail.com](mailto:smacpartners@gmail.com)

To,  
The Board of Directors  
Unimode Overseas Limited ("the Company")  
C 18 Shivaji Park Punjabi Bagh,  
New Delhi-110026

**Reference:** Your engagement letter dated 7 August, 2023

**Subject:** Certificate certifying compliance with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed change of the Company's name from "Unimode Overseas Limited" to "**Manbro Industries Limited**"

Dear Sir(s),

With reference to the proposed change of the Company's name from "Unimode Overseas Limited" to "Manbro Industries Limited" we have been engaged to issue a certificate in term of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the our examination and information/explanations provided to us in terms of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm as under:-

1. **A time period of at least one year has elapsed from the last name change-** Unimode Overseas Limited, having CIN- L51909DL1992PLC048444, was incorporated on 24th April, 1992 under the provisions of Companies Act, 1956. The Company has not changed its name since the incorporation.
2. **At least fifty percent. of the total revenue In the preceding one year period has been accounted for by the new activity suggested by the new name-** Not Applicable
3. **The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity-**Not applicable, as there is no change in the objects and the business activities of the Company

For SMA & ASSOCIATES  
Chartered Accountants



**FCA PREETI GUPTA**  
(Partner)  
Membership No.:- 515317  
Firm Reg. No.:- 009912N  
UDIN: 23515317BGYZXT1011  
Date: - 11.08.2023  
Place: - New Delhi

## DIRECTORS' REPORT

TO,

### THE MEMBERS OF MANBROINDUSTRIES LIMITED

The Board of Directors are pleased to present the 32<sup>nd</sup> Annual Report of the business and operations of your Company i.e. **M/s. Manbro Industries Limited**, along with the audited financial statements for the year ended 31<sup>st</sup> March, 2024

#### 1. FINANCIAL PERFORMANCE

(INR in 'Rs))

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Total Income	24,00,59,427	39,23,941
Total Expenditure	23,72,95,009	20,95,688
Profit/(Loss) Before Tax	27,64,418	18,28,252
Current Tax	4,02,869	-
Minimum Alternate Tax	-	-
Profit/(Loss) After Tax	23,61,549	18,28,252
Opening balance of retained earnings	(58,53,898)	(76,82,150)
Closing balance of retained earnings	(34,92,349)	(58,53,898)
Balance Profit/Loss carry forward to the next year.	23,61,549	18,28,252

#### 2. FINANCIAL PERSPECTIVE OF THE YEAR

- During the year, your Company has earned profit amounting of Rs. 23,61,549.
- EPS for the year is Rs. 4.71 per share as compared to Rs3.65 per share in the previous year.

#### 3. DIVIDENDS

In view to set off the brought forward losses, your directors have been unable to recommend any dividend.

#### 4. SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2024 was Rs. 50,10,500/- During the year the company has not done any material changes in the Paid-up Share Capital of the Company.

#### 5. RESERVE

The profit of Rs. 23,61,549 earned during the year has been transferred to the Reserves.

#### 6. CHANGE IN NATURE OF BUSINESS, if any

During the Financial year, Company had altered its object which was approved in previous annual general meeting dated 05<sup>th</sup> September, 2023.

The **Altered object** of the Company is as mentioned below:

“To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy

products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or presereable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contra captive sphotographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

## **7. MATERIAL CHANGE AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THECOMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THIS REPORT**

During the financial year, there were following material changes had occurred:

1. There were significant changes in the management of the company.

Following Directors and KMP were appointed/ re-designated:

- i) Nalini Gupta as Chief Financial Officer w.e.f 11.08.2023
- ii) Rajiv Gupta as Managing Director w.e.f 05.09.2023
- iii) Haldher Gupta and Kanhiya Gupta as Excutive Director w.e.f 05.09.2023
- iv) Rajesh Kumar Raina as Non-Executive Director w.e.f 05.09.2023
- v) Nalini Gupta as Non-Executive Director w.e.f 05.09.2023
- vi) Pankaj Kumar as Additional Independent Director w.e.f10.11.2023

Following Directors and KMP were resigned:

- i) Diksha Sharma as Chief Financial Officer w.e.f 11.08.2023
- ii) Dinesh Kumar Mahawar as Chief Executive Director w.e.f 11.08.2023
- iii) Nalini Gupta as Non Executive Director w.e.f 10.11.2023
- iv) Rakesh Wadhawan as Independent Director w.e.f 10.11.2023
- v) Ashish Kumar Garg as Non Executive Director w.e.f14.02.2024

2. The Company had announced a rights issue on October 3, 2023. However, due to the rejection of the In-principle approval and draft letter of offer by the BSE stock exchange, the Board of Directors had withdrawn the rights issue offer.

## **8. CORPORATE SOCIAL RESPONSIBILITY**

Our Company does not attract the provisions of section 135 of the companies Act, 2013. So, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

## **9. HUMAN RESOURCES**

The well-disciplined workforce which has served the company for the very foundation of the company’s major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

## **10. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## **11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is well defined and to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board as well as directly to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## **12. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Haldher Gupta, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company. During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses (if any) incurred by them for the purpose of attending meetings of the Company.

During the financial year 2023-24, Pursuant to the provisions of Section 203 of the Act, these are the following Key Managerial Personnel/Directors of the Company:

S. No.	Name of the Director/KMP	Designation
1	MR. RAJIV GUPTA	MANAGING DIRECTOR
2	MR. KANHIYA GUPTA	EXECUTIVE DIRECTOR
3	MR. HALDHER GUPTA	EXECUTIVE DIRECTOR
4	MR. RAJESH KUMAR RAINA	NON-EXECUTIVE DIRECTOR
5	MR. ASHISH KUMAR GARG	NON-EXECUTIVE DIRECTOR
6	MS. NALINI GUPTA	NON-EXECUTIVE DIRECTOR
7	MR. PANKAJ KUMAR	ADDITIONAL INDEPENDENT DIRECTOR (NED)
8	MS. SHRIYA	INDEPENDENT DIRECTOR (NED)
9	MR. RAKESH WADHAWAN	INDEPENDENT DIRECTOR (NED)
10	MR. BHUWAN SINGH TARAGI	COMPANY SECRETARY(KMP)
11	MS. NALINI GUPTA	CHIEF FINANCIAL OFFICER(KMP)
12	MS. DIKSHA SHARMA	CHIEF FINANCIAL OFFICER
13	MR. DINESH KUMAR MAHAWAR	CHIEF EXECUTIVE OFFICER

However, During Financial year, Following Directors and KMP were appointed:

- a) Nalini Gupta as Chief Financial Officer w.e.f 11.08.2023
- b) Rajiv Gupta as Managing Director w.e.f 05.09.2023
- c) Haldher Gupta and Kanhiya Gupta as Excutive Director w.e.f 05.09.2023
- d) Rajesh Kumar Raina as Non-Executive Director w.e.f 05.09.2023
- e) Nalini Gupta as Non-Executive Director w.e.f 05.09.2023
- f) Pankaj Kumar as Additional Independent Director w.e.f 10.11.2023

Following Directors and KMP were resigned:

- a) Diksha Sharma as Chief Financial Officer w.e.f 11.08.2023
- b) Dinesh Kumar Mahawar as Chief Executive Director w.e.f 11.08.2023
- c) Nalini Gupta as Non-Executive Director w.e.f 10.11.2023
- d) Rakesh Wadhawan as Independent Director w.e.f 10.11.2023
- e) Ashish Kumar Garg as Non-Executive Director w.e.f 14.02.2024

### 13. BOARD AND COMMITTEE MEETING

#### Number of Board Meetings

The Board of Directors met 5 times during the financial year ended March 31, 2024 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The intervening gap between two consecutive Board Meetings was within the period prescribed under Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Five (5) Board meetings were held as under:

- ❖ 30<sup>th</sup> May, 2023
- ❖ 11<sup>th</sup> August, 2023
- ❖ 03<sup>rd</sup> October, 2023
- ❖ 10<sup>th</sup> November, 2023
- ❖ 14<sup>th</sup> February, 2024



### Attendance of Directors in Board Meeting

Sr. No.	Name of Directors	No. of Board Meeting	
		Entitled	Attended
1	MR. RAJIV GUPTA	5	5
2	MR. KANHIYA GUPTA	5	5
3	MR. HALDHER GUPTA	5	5
4	MR. RAJESH KUMAR RAINA	3	3
5	MR. ASHISH KUMAR GARG	4	4
6	MS. NALINI GUPTA	1	1
7	MR. PANKAJ KUMAR	1	1
8	MS. SHRIYA	5	4
9	MR. RAKESH WADHAWAN	3	3

#### Number of Committee Meeting

The Audit Committee met 4 Times during the financial Year ended March 31, 2024. The Stakeholders relationship Committee met 1 time during the financial year ended March 31, 2024. The Nomination and Remuneration Committee met 2 times during the Financial Year ended March 31, 2024. The Risk Management Committee met 2 times during the Financial Year ended March 31, 2024. Members of the committees discussed the matter placed and contributed their valuable inputs on the matters brought before the meetings.

Additionally, during the financial year ended March 31, 2024, the Independent Directors held a separate meeting on 12<sup>th</sup> February, 2024 in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements).

#### 14. COMMITTEES OF THE BOARD

The Company has four committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Risk Management Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

##### I. AUDIT COMMITTEE:

During the year under review, meetings of Audit Committee were held on 30<sup>th</sup> May, 2023, 11<sup>th</sup> August, 2023, 10<sup>th</sup> November, 2023 and 14<sup>th</sup> February, 2024 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Ms. Shriya (Chairperson)	4	4
2	Mr. Rakesh Wadhawan	3	3
3	Mr. Pankaj Kumar	1	1
4	Mr. Kanhiya Gupta	4	4

All the recommendations made by the Audit Committee in the Financial Year 2023-24 were approved by the Board.

##### II. NOMINATION AND REMUNERATION COMMITTEE:

During the year under review, meetings of Nomination & Remuneration Committee were held on 11<sup>th</sup> August, 2023 and 10<sup>th</sup> November, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Mr. Rakesh Wadhawan (chairman)	2	2
2	Ms. Shriya	2	2
3	Mr. Ashish Kumar Garg	2	2

The salient feature of the policy of Nomination & Remuneration Committee same has been disclosed under “Annexure 3”.

### III. STAKEHOLDER RELATIONSHIP COMMITTEE:

During the year under review, meeting of Stakeholder Relationship Committee was held on 10th August, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Ms. Shriya (chairperson)	1	1
2	Mr. Haldher Gupta	1	1
3	Mr. Kanhiya Gupta	1	1

### IV. RISK MANAGEMENT COMMITTEE

During the year under review, meetings of Risk Management Committee were held on 10<sup>th</sup> August, 2023 and 9<sup>th</sup> November, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Held	Attended
1	Ms. Shriya (chairperson)	2	2
2	Mr. Haldher Gupta	2	2
3	Mr. Kanhiya Gupta	2	2

## 15. PERFORMANCE EVALUATION OF BOARD

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

## **17. AUDITORS**

### **17.1 Statutory Auditors**

Pursuant to Section 139 of the Companies Act, 2013, M/s Sunil Kumar Gupta & Co (Firm Registration No.003645N), Chartered Accountants have been re-appointed as statutory auditors of the company at 27<sup>th</sup> Annual General Meeting held on 30.09.2019 for a period of five years till the conclusion of 32<sup>nd</sup>AGM.

**M/s. Umesh Amita & Co.**, Chartered Accountants (ICAI Firm Registration No.007238C) has proposed to appoint in this Annual General Meeting as statutory auditor of the company to hold office for a term of five consecutive years from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029.

The Observations of the Statutory Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, do not call for any further explanation and the said report does not contain any qualification, reservation, disclaimer or adverse remark and they has not reported any incident of fraud pursuant to the provision of Section 143(12) of the Act, accordingly, no such details are required to be reported under Section 134(3)(ca) of the Act.

### **17.2 Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Divya Rani, Practicing Company Secretary (Membership No. A64841) was appointment to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as '**Annexure 1**'.

### **17.3 Cost audit & records:**

Section 148 of the Companies Act, 2013 is not applicable on the Company. Therefore, cost audit has not been conducted for the financial year 2023-24 and records are not maintained.

### **17.4 Internal Auditors**

**M/s.Sharma V K & Associates**, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

The Internal Audited Report for the financial year ended 31<sup>st</sup> March, 2024 was submitted by the Internal Auditor for the purpose of Board consideration.

## **18.RISK MANAGEMENTFRAMEWORK**

The Company recognizes Risk Management as an integrated, forward-looking and process-orientated approach. It has developed a Risk Framework that broadly encompasses: aligning risk appetite and strategy; enhancing risk response and reducing operational surprises. During the year, Risk Management Core Team comprising of representatives of various functions and business had carried out risk assessment exercise to identify the various significant risks associated with the business operations and mitigation plans to address such risks. Material risks and mitigation plans were reviewed by the Risk Management Committee and then presented to the Board.

## **19.VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted vigil mechanism policy. This policy is posted on the website of company.

## **20. RELATED PARTY TRANSACTIONS**

In order to transactions with related parties falls under the scope of section 188(1) of the Act, the Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given as per are as per **Form AOC-2**.

## **21. DISCLOSURES OF ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

During the year, no orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

## **22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The observations made in the Auditor's Report are self-explanatory and do not call for any further comments u/s 134(3) (f) of the Companies Act, 2013. The Auditors and Practicing Company Secretary have not made any qualifications in their respective report.

## **23. CORPORATE GOVERNANCE**

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. However, the Company is listed on Bombay Stock exchange, by virtue of Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulations 46 and para-C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance Report does not form part of this Board Report.

## **24. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the period under review there was no energy conservation, technology absorption and

During the financial year, the foreign exchange earnings was Rs. 70,36,319.77/-

## **25. ANNUAL RETURN**

The Annual Return of the Company in form MGT-7 as required under Section 92 and Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 will be available on the website of the Company at <https://www.unimodeoverseas.in>

## **26. AUDIT COMMITTEE RECOMMENDATIONS**

During the financial year, all the recommendations of the Audit Committee were accepted by the Board.

## **27. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2023-24 is annexed at "**Annexure-2**".

## **28. CEO and CFO Certification**

The certificate required under Regulation 17(8) of SEBI Listing Regulations, duly signed by the Chief Executive Officer and Chief Financial Officer of the Company was placed before the Board. The same is provided as "**Annexure-5**" to this report.

## **29. DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not given any loans, guarantees and investment covered under the provisions of section 186 of the Companies Act, 2013.

### **31. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE**

There is no Subsidiary company or Joint Venture or Associate Companies of the Company.

### **32. LISTING OF SHARES**

The Securities of the Company are listed on Bombay Stock Exchange. The Listing fee for the Financial Year 2023-24 has paid to the Bombay Stock Exchanges.

### **33. PREVENTION OF SEXUAL HARASSMENT**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

### **34. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.**

During the year, no order was passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **35. INSOLVENCY & BANKRUPTCY CODE, 2016**

There were no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which impacts the business of the Company.

### **36. DIFFERENCE IN NUMBER OF VALUATIONS, IF ANY**

There were no instances where your Company required the valuation for one time settlement or while taking any loan from the Banks or Financial Institutions.

### **37. NON-DISQUALIFICATION OF DIRECTORS**

All the directors of the Company are non-disqualified and certificate for the same from the Practicing Company Secretary is annexed as "Annexure-4".

### **38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report has been separately furnished in the Annual report and forms a part of the Annual report.

### **39. POLICY OF PRESERVATION OF DOCUMENTS**

Pursuant to Regulation 9 of SEBI(LODR), 2015 the company has maintained the policy of preservation of documents to keep the documents preserve as per Regulation 9 (a) & Regulation 9 (b) of SEBI (LODR), 2015 and the same has been uploaded on the website of the company on <https://unimodeoverseas.in/corporate-announcements>.

#### **40. FRAUD REPORTING**

There was no fraud disclosed during the Financial Year 2023-24.

#### **41. CODE OF CONDUCT**

The Board has laid down a Code of Conduct ("Code") for Board Members, Managerial Personnel and for Senior Management Employees of the Company. The Code has been posted on the Company's website at <https://unimodeoverseas.in/corporate-announcements>  
All the Board Members and Senior Management Personnel have affirmed compliance with this Code.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to Section 149(8) and Schedule IV of Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is guide to professional conduct for Independent directors and has been uploaded on the website of the company at following web link <https://unimodeoverseas.in/corporate-announcements>

#### **42. CAUTION STATEMENT**

Statement in this Annual Report describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement.

#### **43. ACKNOWLEDGEMENTS**

Your directors would like to acknowledge and place on record their sincere appreciation to all stakeholders -Clients, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year. Your directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

For & On Behalf of The Board of Directors  
**M/S Manbro Industries Limited**

**Registered Office:** C 18 Shivaji Park,  
Punjabi Bagh, New Delhi-110026  
CIN: L47211DL1992PLC048444

Place: New Delhi  
Date: 28.08.2024

**Sd/-**  
**Rajiv Gupta**  
**Managing Director**  
**DIN: 01236018**

**Sd/-**  
**Haldher Gupta**  
**Director**  
**DIN: 08168505**



**CS DIVYA RANI** ACS, B.COM, LLB

**PRACTICING COMPANY SECRETARY**

Address: S-191 C, 3rd floor, Manak Complex School Block, Shakarpur, New Delhi-110092

Mobile No: 09310321218 Email Id: [csdivyasingh.25@gmail.com](mailto:csdivyasingh.25@gmail.com)

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**MANBRO INDUSTRIES LIMITED**  
(Formerly known as **UNIMODE OVERSEAS LIMITED**)  
C 18, Shivaji Park,  
Punjabi Bagh, New Delhi-110026

I have conducted the secretarial audit of the compliance of applicable statutory provision and the adherence to good corporate practices by **M/S MANBRO INDUSTRIES LIMITED** (Formerly known as **UNIMODE OVERSEAS LIMITED**) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s.MANBRO INDUSTRIES LIMITED** (Formerly known as **UNIMODE OVERSEAS LIMITED**) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder\*except to the extent observation made hereto and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **MANBRO INDUSTRIES LIMITED** (Formerly known as **UNIMODE OVERSEAS LIMITED**) ("The Company") for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

- Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the Financial Year under review;**
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued and listed debt securities during the Financial Year under review;**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the company has not delisted/ proposed to delist its equity shares during the Financial Year under review;**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as the company has not bought back/ proposed to buy-back any of its securities during the Financial Year under review;**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI(LODR) Regulation 2015 issued by SEBI.
- (iii) During the period under review and as per explanations and clarifications given to us and the representations made by the Management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within prescribed timeframe, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** during the audit period the company has under review:

- (i) Changed its name from **Unimode Overseas Limited** to **Manbro Industries Limited**.
- (ii) Changed **object clause** of its Memorandum of Association.
- (iii) Shifted its registered office from **304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, Delhi-110005** to **C 18, Shivaji Park, Punjabi Bagh, New Delhi -110026**.
- (iv) Passed a resolution for issuing the equity shares **on Right basis** in its meeting of Board of Directors held on October 3<sup>rd</sup>, 2023 for an amount not exceeding Rupees Six Crores Only.



**I further report that** as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date:20.07.2024  
Place: Faridabad

**Divya Rani**  
**Company Secretary**  
M. No.: A64841  
COP No.: 26426  
UDIN: A064841F000787299

\* This report is to be read with our letter of even date which is annexed as Annexure A

**“Annexure - A”**

To,  
The Members,  
**MANBRO INDUSTRIES LIMITED**  
(Formerly known as **UNIMODE OVERSEAS LIMITED**)  
C 18, Shivaji Park,  
Punjabi Bagh, New Delhi-110026

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required I have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 20.07.2024  
Place: Faridabad

**Divya Rani**  
**Company Secretary**  
M. No.: A64841  
COP. No.: 26426  
UDIN:A064841F000787299

**DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014**

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Name of the Directors	Ratio to Median Remuneration
Mr. Rajiv Gupta, Managing Director	Nil
Mr. Kanhiya Gupta, Executive Director	Nil
Mr. Haldher Gupta, Executive Director	Nil
Mr. Rajesh Kumar Raina, Non-Executive Director	Nil
Mr. Ashish Kumar Garg, Director (NED)	Nil
Mr. Pankaj Kumar, Additional , Non-Executive Independent Director	Nil
Ms. Shriya, Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of the persons	% Increase in Remuneration
Mr. Rajiv Gupta, Managing Director	Nil
Mr. Kanhiya Gupta, Executive Director	Nil
Mr. Haldher Gupta, Executive Director	Nil
Mr. Rajesh Kumar Raina, Non Executive Director	Nil
Mr. Ashish Kumar Garg, Director (NED)	Nil
Mr. Pankaj Kumar, Additional , Non-Executive Independent Director	Nil
Ms. Shriya, , Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil
Ms. Nalini Gupta, CFO	Nil
Mr. Bhuwan Singh Taragi, CS	15.35%
Ms. Diksha Sharma, CFO	Nil
Mr. D.K. Mahawar, CEO	Nil

- c) The percentage increase in the median remuneration of employees in the financial year- 15.35%

- d) The number of permanent employees on the rolls of Company as on 31<sup>st</sup>March ,2024 - Six

- e)Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in

**the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration. -Nil**

**(f) Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high-performance staff. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pays. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

For & On Behalf of The Board of Directors  
**M/S Manbro Industries Limited**

**Registered Office:**

C 18 Shivaji Park, Punjabi Bagh,  
New Delhi-110026  
CIN: L47211DL1992PLC048444

Sd/-

**Rajiv Gupta**  
**Director**  
**DIN: 01236018**

Sd/-

**Haldher Gupta**  
**Director**  
**DIN: 08168505**

## GIST OF THE POLICY OF NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY

Pursuant to Regulation 19 of SEBI Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

- a) **Selection Criteria for Directors:** The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:
- **Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.
  - **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
  - **Conflict of Interest:** The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.
  - **Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.
  - **Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.
- b) **Selection Criteria for Senior Management:** As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.
- **Remuneration for Directors, KMP and other Employees:** The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:
    - **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
    - **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behaviour that is aligned to sustainable value creation.

- **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.
  
- **Performance Evaluation:** The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the month of April every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:
  - a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
  - b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
  - c) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

To,

**The Members of  
MANBRO INDUSTRIES LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Manbro Industries Limited having CIN L47211DL1992PLC048444 and having registered office at C 18 Shivaji Park, Punjabi Bagh, New Delhi-110026 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Rajiv Gupta	01236018	27/03/2023
2.	Kanhiya Gupta	07262275	27/03/2023
3.	Haldher Gupta	08168505	27/03/2023
4.	Rajesh Kumar Raina	09605917	05/09/2023
5.	Pankaj Kumar	01389386	10/11/2023
6.	Shriya	09451142	26/05/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi  
Date: 28.08.2024

Sd/-  
Name: **CS Anita Aswal**  
Membership No.: A37019  
COP. No.: 13883  
UDIN: A037019F001090412

**MD/ CFO Certification**

The Board of Directors,  
M/s Manbro Industries Limited  
New Delhi

We, **Rajiv Gupta**, Managing Director and **Nalini Gupta**, CFO of M/s Manbro Industries Limited, responsible for the finance functions certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 2023-24 and to the best of our knowledge and belief:
- I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws and Regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit committee
- I. There have not been any significant changes in internal control over financial reporting during the year;
  - II. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
  - III. We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Manbro Industries Limited**

Place: New Delhi  
Date: 28.08.2024

Sd/-  
**Rajiv Gupta**  
Managing Director  
DIN: 01236018

Sd/-  
**Nalini Gupta**  
CFO  
PAN: AKEPG4206C

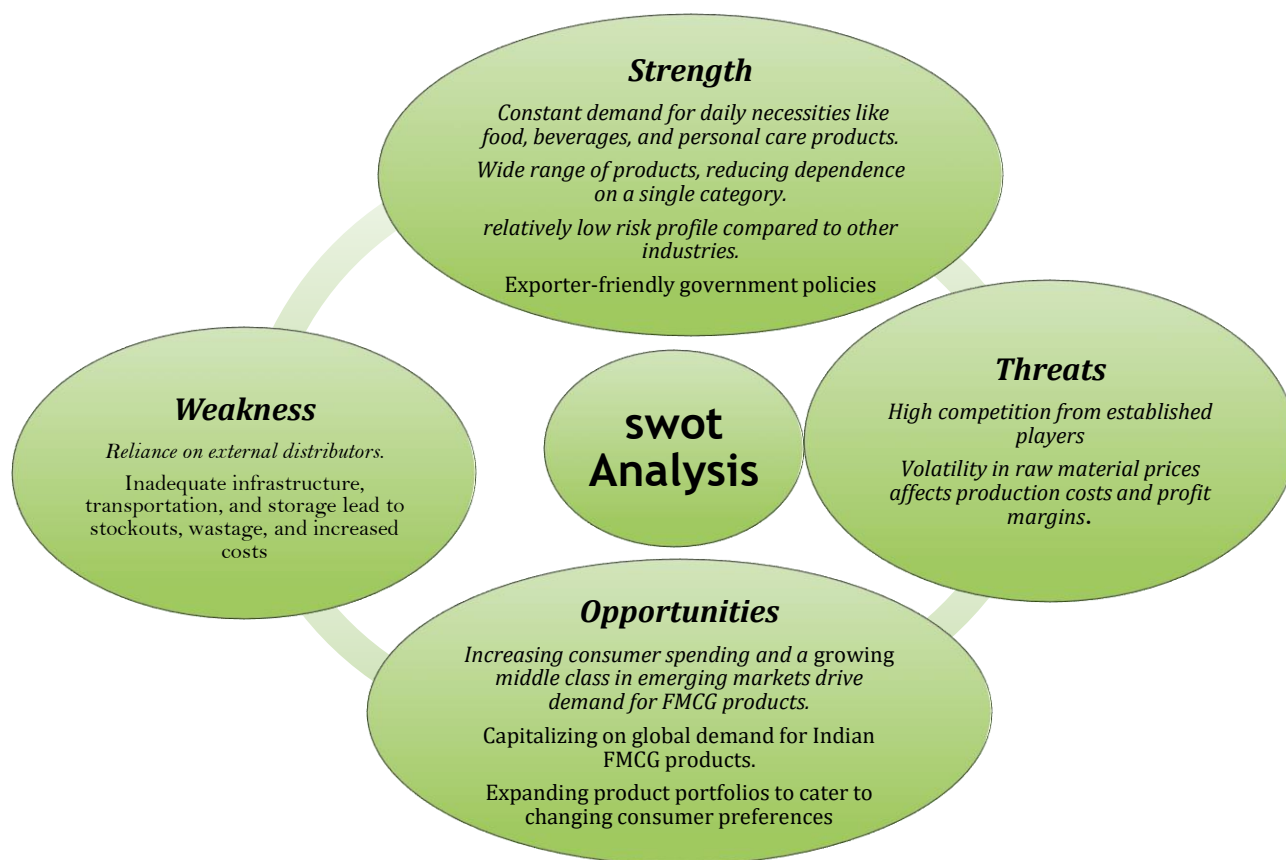


## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian FMCG sector has experienced remarkable growth, driven by robust consumer demand and rising prices of essential goods. As the fourth-largest sector in the Indian economy, it has reached a market size of \$121.8 billion as of 2023. With a projected CAGR of 14.9%, the sector is poised to expand to \$220 billion by 2025.

Notably, your company has strategically entered the FMCG market to tap into this growth potential. By adopting global trends and best practices, the company aims to enhance its operational scale, boost global competitiveness, and improve financial flexibility. These efforts are aligned with the company's objectives to drive revenue growth, increase production volumes, expand market share, and maximize shareholder returns.



## **SEGMENT WISE OR PRODUCT- WISE PERFORMANCE**

Your company mainly operates in unique product segments, within domestic and global market. The management of your Company has continuously reviewed the performance and they found it quite satisfactory. The business is expected to grow in the coming years. However, highlights of the financial performance of the company are given below.

## **OUTLOOK& THREATS, RISK & CONCERNS:**

The areas of operations of the Company are largely challenged by High competition from established players. Volatility in raw material prices affects production costs and profit margins. However, with the strong team in place of the Professionals, the Company is poised to meet all the challenges and the Board is confident to meet all the challenges to which the Company may be exposed. The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

## **INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY**

The Company has a well-established and comprehensive internal control system. Documents, policies and authorization guidelines comply with the level of responsibility and standard operating procedures specific to the respective businesses. Observation made in internal audit reports on business processes, systems, procedures and internal control and implementation status of recommended remedial measures by Internal Auditors are regularly presented to and reviewed by the Audit Committee of the Board. The system of internal control is being improved to ensure that all assets are safe and protected against loss from unauthorized use or disposition, and that all transactions are authorized, recorded and reported correctly. The Company regularly conducts internal check, using external and internal resources to monitor the effectiveness of internal control in the organization. It strictly adheres to corporate policy with respect to financial reporting and budgeting functions. The Audit Committee of the Board of Directors deals with significant control issues and instructs further areas to be covered.

## FINANCIAL PERFORMANCE

The table below gives an overview of the financial results for 2023-24 and 2022-23:

(INR in '000')

PARTICULARS	2023-24	2022-23
Revenue from Operation	2,39,987.83	3,879.51
Other Income	71.59	44.43
Expenses	2,37,295.01	2,095.69
Profit before tax	2,764.42	1,828.25
Tax expense	-	-
Current Tax	402.87	-
Minimum Alternate Tax	-	-
Profit after tax	2361.55	1,828.25
EPS (In Rs. )	4.71	3.65

## HUMAN RESOURCE DEVELOPMENT

Human resource remains a cornerstone of your company. The Company also recognizes the importance of providing training and development opportunities to its people to enhance their skills and experiences, which in turn enables the Company to achieve its business objectives. Personnel developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential. The Company recognizes that its employees are its principal assets and that its continued growth is dependent upon the ability to attract and retain quality people.

## CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

## INDEPENDENT AUDITOR'S REPORT

To the Members of MANBRO INDUSTRIES LIMITED

### Report on Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **MANBRO INDUSTRIES LIMITED (Formerly Known as Unimode Overseas Limited)** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and Cash Flow Statement for the year then ended and notes to the standalone financial statements including material accounting policies and other explanatory information (hereinafter referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Management's and Board of Directors' Responsibilities for the standalone Financial Statements**

The Company's management and Board of Directors are responsible for the matter stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

## **Auditor's Responsibility for the Audit of the standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As Part of an audit in accordance with SA's specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2020 ("the Order) issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure 1**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. (A) Further to our comments in Annexure 1, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books except for the matters stated in paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ;
  - c. The Standalone financial statements dealt with by this Report are in agreement with the books of accounts.

- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024, from being appointed as a director in terms of section 164(2) of the Act.
  - f. The modification relating to the maintenance of accounts and other matters connected therewith are stated in paragraph 2A(b) above on reporting under section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
  - g. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31<sup>st</sup> March 2024 and the operating effectiveness of such controls, refer to our separate report in “Annexure 2” wherein we have expressed an unmodified opinion; and
- (B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which would impact its financial position in its financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31<sup>st</sup> March 2024.
  - c. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March 2024.
  - d.
    - (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - ii. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - iii. Based on the audits procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

- e. The company has not declared or paid any dividend during the year.
- f. Based on our examination which included test checks, the company in respect of financial year commencing on 1<sup>st</sup> April 2023, has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility but the same has not been operated throughout the year for all relevant transactions recorded in the software hence we are unable to comment on audit trail feature of the said software.
- (c) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:  
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

**For Sunil Kumar Gupta & Co.**  
Chartered Accountants  
Firm Regn No: 003645N

**SD/-**

**Rahul Goyal**  
Partner  
Membership No.: 540880

Place: Delhi  
Date: 30.05.2024  
ICAI UDIN:24540880BKEBBE9059



## Annexure – 1 TO INDEPENDENT AUDITORS' REPORT

**(Annexure referred to in our report of even date to the members of Manbro Industries Limited on the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024).**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company does not have any fixed assets during the year; accordingly clause 3(i) of the said order is not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans and advances given, investments made and, guarantees and securities given, have been complies with by the company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ("GST")

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities;

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) The Company does not have any loans or borrowings from any financial institution, banks, government, or debenture holders during the year. Accordingly, Paragraph 3(ix) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) There is no whistle blower complaints received during the year hence this clause 3(xi)(c) is not applicable to the company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (b) The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;. Accordingly, clause 3(xvi)(b) is not applicable to the company.
- (c ) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, clauses 3(xx) of the Order are not applicable.

**For Sunil Kumar Gupta & Co.**

Chartered Accountants

Firm Regn No: 003645N

**SD/-ss**

**Rahul Goyal**

Partner

Membership No.: 540880

Place: Delhi

Date: 30.05.2024

ICAI UDIN:24540880BKEBBE9059

**Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of **MANBRO INDUSTRIES LIMITED** (“the Company”) as of 31<sup>st</sup> March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

**Management’s and Board of Directors’ Responsibility for Internal Financial Controls**

The Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an

understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

#### **Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **For Sunil Kumar Gupta & Co.**

Chartered Accountants

Firm Regn No: 003645N

**Sd/-**

**Rahul Goyal**

Partner

Membership No.: 540880

Place: Delhi

Date: 30.05.2024

ICAI UDIN:24540880BKEBBE9059

**MANBRO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)**  
**CIN NO. L47211DL1992PLC048444**  
**Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026**  
**BALANCE SHEET AS AT MARCH 31, 2024**

(All amounts in thousands)

Particulars	Note	As At March 31, 2024	As At March 31, 2023
<b>I. ASSETS</b>			
<b>1. Non Current Assets</b>			
(a) Property, Plant and Equipment and Intangible assets		-	-
(i) Property, Plant and Equipment			
(ii) Intangible Assets			
(iii) Capital Work in Progress			
(iv) Intangible assets under development			
(b) Capital work in progress		-	-
(c) Financial Assets			
- Investments		-	-
- Other financial assets		-	-
(d) Deferred Tax Assets (net)		-	-
(e) Other Non-Current Assets		-	-
<b>Total Non Current Assets (A)</b>		<b>-</b>	<b>-</b>
<b>2. Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
- Trade Receivables	4	26742.69	4073.54
- Cash and Cash Equivalents	5	532.18	28.97
- Bank balances other than cash and cash equivalents		-	-
- Other Current Financial Assets	6	1000.00	9.79
(c) Other Current Assets	7	1272.90	0.43
<b>Total Current Assets (B)</b>		<b>29547.77</b>	<b>4112.73</b>
<b>TOTAL ASSETS ( A+ B)</b>		<b>29547.77</b>	<b>4112.73</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	8	5010.50	5010.50
(b) Other Equity	9	-3492.35	-5853.90
<b>Total Equity (A)</b>		<b>1518.15</b>	<b>-843.40</b>
<b>2. Non Current Liabilities</b>			
(a) Financial Liabilities			
- Borrowings		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities ( net )		-	-
<b>Total Non Current Liabilities ( B )</b>		<b>-</b>	<b>-</b>
<b>3. Current Liabilities</b>			
(a) Financial Liabilities			
- Borrowings	10	-	151.42
- Trade Payables	11		
(i) Total, outstanding dues of micro enterprises and small enterprises; and		129.50	-
(ii) Total outstanding dues of creditors others than micro enterprises and small enterprises.		24451.46	655.19
- Other Financial Liabilities	12	2708.34	-
(b) Other Current Liabilities	13	337.44	4149.52
(c) Provisions	14	402.87	-
<b>Total Current Liabilities ( C )</b>		<b>28029.62</b>	<b>4956.13</b>
<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>		<b>29547.77</b>	<b>4112.73</b>

The accompanying notes are integral part of the financial statements

As per our report of even date

For and on behalf of Board of Directors  
**Manbro industries Limited**

For Sunil Kumar Gupta & Co.  
Chartered Accountants  
Firm Registration number: 003645N

**RAJIV GUPTA**  
Managing Director  
DIN:01236018

**KANHIYA GUPTA**  
Director  
DIN: 07262275

**HALDHER GUPTA**  
Director  
DIN: 08168505

CA Rahul Goyal  
Partner  
Membership No: 540880

**NALINI GUPTA**  
Chief Financial Officer

**BHUWAN SINGH TARAGI**  
Company Secretary

Place: New Delhi  
Date: 30.05.2024  
UDIN:24540880BKEBBE9059

**MANBRO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)**

CIN NO. L47211DL1992PLC048444

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in thousands)

Particulars	Note	For the Year ended March 31, 2024	For the Year ended March 31, 2023
I Revenue from operations	15	239987.83	3879.51
II Other Income	16	71.59	44.43
<b>III Total Income ( I+II)</b>		<b>240059.43</b>	<b>3923.94</b>
<b>IV Expenses</b>			
a) Cost of Material Consumed	17	326.52	-
b) Purchases of stock in trade	18	232456.06	623.99
c) Changes in inventories of finished goods , Work in progress and stock in trade		-	-
d) Employee benefits expense	19	1994.60	416.00
e) Finance costs	20	-	-
f) Depreciation and amortization expense		-	-
g) Other Expenses	21	2517.84	1055.70
<b>Total Expenses (IV)</b>		<b>237295.01</b>	<b>2095.69</b>
<b>V Profit /(Loss) before exceptional items and tax</b>		<b>2764.42</b>	<b>1828.25</b>
VI Exceptional Items		-	-
<b>VII Profit / (Loss) before tax</b>		<b>2764.42</b>	<b>1828.25</b>
<b>VIII Tax Expense:</b>			
a) Current Tax		402.87	-
b) Adjustment of tax relating to earlier periods		-	-
c) Deferred Tax		-	-
d) Mat Credit Entitlement		-	-
<b>Total tax expenses ( VIII )</b>		<b>402.87</b>	<b>-</b>
<b>IX Profit / (Loss ) for the period</b>		<b>2361.55</b>	<b>1828.25</b>
<b>X Other comprehensive income</b>			
Items that will not to be reclassified to profit or loss		-	-
Re-measurement (gains)/ losses on defined benefit plans		-	-
<b>XI Total comprehensive loss for the period ( IX + X )</b>		<b>2361.55</b>	<b>1828.25</b>
<b>Earnings per equity share( Nominal value of Rs. 10/- per share ) (In Rs)</b>			
Basic	22	4.71	3.65
Diluted	22	4.71	3.65

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Sunil Kumar Gupta & Co.  
Chartered Accountants  
Firm Registration number: 003645N

For and on behalf of the Board of directors  
Manbro industries Limited

RAJIV GUPTA  
Managing Director  
DIN:01236018

KANHIYA GUPTA  
Director  
DIN: 07262275

HALDHER GUPTA  
Director  
DIN: 08168505

CA Rahul Goyal  
Partner  
Membership No: 540880

Place: New Delhi  
Date: 30.05.2024  
UDIN:24540880BKEBBE9059

NALINI GUPTA  
Chief Financial Officer

BHUWAN SINGH TARAGI  
Company Secretary

**MANBRO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)**

CIN NO. L47211DL1992PLC048444

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

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts in thousands)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax as per statement of Profit & Loss	2764.42	1828.25
<b>Adjustments for:</b>		
- Depreciation and amortisation expense	-	-
- Retained earning Ind As	-	-
- Commission Income	-	-
- Interest Income	-	-
- Finance costs	-	-
<b>Operating profit before working capital changes</b>	<b>2764.42</b>	<b>1828.25</b>
<b>Adjustments for :</b>		
Increase/(Decrease) in Trade Payables	23796.26	655.19
Increase/(Decrease) in Other Current Liabilities	-3812.08	742.48
Increase/(Decrease) in Other Financial Liabilities	2708.34	-
Increase/(Decrease) in Provisions	-	-
Increase/(Decrease) in Short Term Provisions	-	-
(Increase) / Decrease in Trade Receivables	-22669.14	-3565.94
(Increase) / Decrease in Other Financial Assets	-990.21	-
(Increase) / Decrease in Other Current Financial Assets	-	-
(Increase) / Decrease in other Non Current Assets	-	-
Increase / ( Decrease ) in Inventories	-	-
(Increase) / Decrease in Short Term Advances	-	-
(Increase) / Decrease in Other Current Assets	-1272.47	54.49
<b>Cash generated from operations</b>	<b>525.12</b>	<b>-285.53</b>
Taxes paid	-	-
<b>Net Cash from Operating Activities</b>	<b>525.12</b>	<b>-285.53</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant & Equipment	-	-
Sale of Property, Plant & Equipment	-	-
Commission Income	-	-
Interest Income	-	-
Movement n Loan & Advances	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Movemenet in Long term loans (Net )	-	-
Movement in Short term loans	-151.42	151.42
Decrease in Reserve & Surplus	-	-
Increase in Share Capital & premium	-	-
Interest Paid	-	-
<b>Net Cash from Financing Activities</b>	<b>-151.42</b>	<b>151.42</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>373.70</b>	<b>-134.11</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>28.97</b>	<b>163.08</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>402.68</b>	<b>28.97</b>

**Notes:**

- 1.) The above Cash Flow Statement has been prepared under the indirect method set out in IND AS - 07 "Statement of Cash Flow".
- 2.) Figures in bracket indicates cash outflow

As per our report of even date

For and on behalf of the Board of Directors of Manbro Industries Limited

For Sunil Kumar Gupta & Co.  
Chartered Accountants  
Firm Registration number: 003645N

RAJIV GUPTA  
Managing Director  
DIN:01236018

KANHIYA GUPTA  
Director  
DIN: 07262275

HALDHER GUPTA  
Director  
DIN: 08168505

CA Rahul Goyal  
Partner  
Membership No: 540880  
Place: New Delhi  
Date: 30.05.2024  
UDIN:24540880BKEBBE9059

NALINI GUPTA  
Chief Financial Officer

BHUWAN SINGH TARAGI  
Company Secretary



**MANBRO INDUSTRIES LIMITED****(FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)****CIN NO. L47211DL1992PLC048444**

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024****Note No. 1: Notes To The Financial Statement****1 GENERAL INFORMATION**

Manbro Industries Limited formerly known as Unimode Overseas Limited and Reduced ( " the Company ") a public company domiciled in India was incorporated on 24.04.1992. The Company has changed its name and object during the financial year after due approval from required authorities. Now the Company deals on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures etc.

**Note No. 2 : MATERIAL ACCOUNTING POLICIES****2.1 Basis of Preparation of Financial Statements**

These financial statements comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the act.

**2.3 Summary of Material Accounting Policies****2.3.1 Current versus non - current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act , 2013 . Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents , the Company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

**2.3.2 Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**Cash flow statement**

'Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

### 2.3.3 Financial Assets

#### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

#### **Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

#### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

### 2.3.4 Impairment

Financial assets (other than at fair value)

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### **PPE and intangibles assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

### **2.3.5 Inventories**

Inventories are valued at lower of cost (First in First out) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including all taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **2.3.6 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity/services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **Sale of goods**

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold

the amount of revenue can be measured reliably;

it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### **Interest Income**

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

#### **Dividend**

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

#### **Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### **2.3.7 Employee benefit expenses**

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund and compensated absences.

#### **(i) Post-employment benefit plans Defined Contribution plans**

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

The Company also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan for qualifying employees. The provident fund is deposited with the Provident Fund Commissioner which is recognized by the Income Tax authorities.

#### **Defined benefit plans**

The Company operates various defined benefit plans- gratuity fund and Compensated absence.

The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income/ (expense) on the net defined benefit liability or as set is recognised in the Statement of Profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### **Short term employee benefit**

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

### **2.3.8 Foreign currency translation**

The functional currency of the Company is Indian rupee. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

### **2.3.9 Borrowing cost**

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

### **2.3.10 Income tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

#### **Current tax**

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

#### **Deferred tax**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

### **2.3.11 Accounting of provisions, contingent liabilities and contingent assets**

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

### **2.3.12 Earnings per share (EPS)**

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

2.3.13 The company does not have any financial transaction with any struck off companies as per Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

2.3.14 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

2.3.15 The company does not have borrowings from banks or financial institutions on the basis of security of current assets, and hence there is no default in repayment of the same.

2.3.16 There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

2.3.17 The company is not covered under section 135 of the Companies Act, for the adherence to the provisions of CSR activities.

2.3.18 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

### **2.3.19 Following Ratios to be disclosed:-**

Ratio	Formulae
(a) Current Ratio,	Current Assets/ Current Liabilities
(b) Debt-Equity Ratio	Total Debt /Total Equity
(c) Debt Service Coverage Ratio	EBIT / Int. Expense+Principle Repayment Made during the
(d) Return on Equity Ratio	Net Income/ Total Shareholder Equity
(e) Inventory turnover ratio	Cost of Goods sold/ Average Inventories of process and Stock
(f) Trade Receivables turnover ratio	Value of sales & services / Average Trade Receivable
(g) Trade payables turnover ratio,	Net Credit Purchases / Average Accounts Payable
(h) Net capital turnover ratio,	Total Sales/ Total Shareholder's Equity
(i) Net profit ratio,	PAT/ Value of Sales & Services
(j) Return on Capital employed,	EBIT / Capital Employed
(k) Return on investment.	Net Income /Cost Investment

**Note 4: Trade Receivables Ageing Schedule**

(All amounts in thousands)

Particulars						
	Less than 6 months	6 months - 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
	As on 31.03.2024	As on 31.03.2024	As on 31.03.2024	As on 31.03.2024	As on 31.03.2024	As on 31.03.2024
Undisputed Trade Receivables - considered good	24885.99	1856.70	-	-	-	26742.69
Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-

**NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2023**

Particulars						
	Less than 6 months	6 months - 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
	As on 31.03.2023	As on 31.03.2023	As on 31.03.2023	As on 31.03.2023	As on 31.03.2023	As on 31.03.2023
Undisputed Trade Receivables - considered good	4073.54	-	-	-	-	4073.54
Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-

**Financial assets***(All amounts in thousands)***5 Cash and Cash Equivalents**

Particulars	As At March 31, 2024	As At March 31, 2023
Balances with banks		
- in HDFC Bank	190.65	-
- in Kotak Mahindra Bank	22.80	25.16
Cash in Hand	318.73	3.81
<b>Total</b>	<b>532.18</b>	<b>28.97</b>

**6 Other Current Financial Assets**

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Advances to Customers for Purchase</b>		
Biovid Labs Pharmaceuticals Pvt. Ltd.	1000.00	-
Mat Credit Entitlement	-	9.79
<b>Total</b>	<b>1000.00</b>	<b>9.79</b>

**7 Other Current Assets**

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Unsecured , Considered good</b>		
GST Receivable	33.18	-
GST Receivable Export	827.09	-
TDS Receivable	201.78	-
TCS Receivable	110.85	-
Advance Income Tax	100.00	-
Other Assets	-	0.43
<b>Total</b>	<b>1272.90</b>	<b>0.43</b>

**8 Equity Share Capital**

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Authorised</b>		
52,50,000 (PY 52,50,000) Equity shares of Rs.10/- each	52500.00	52500.00
	<b>52500.00</b>	<b>52500.00</b>
<b>Issued, subscribed and fully paid-up</b>		
5,01,050 (PY 5,01,050) Equity shares of Rs.10/- each	5010.50	5010.50
<b>Total</b>	<b>5010.50</b>	<b>5010.50</b>

**(a) Reconciliation of shares  
outstanding at the beginning and at  
the end of the period**



Particulars	No of shares	Amount
<b>Equity Shares</b>		
<b>At April 2023</b>	5,01,050	50,10,500
Add: Issued during the period	-	-
Less: Reduction during the year	-	-
<b>At March 31, 2024</b>	<b>5,01,050</b>	<b>50,10,500</b>

**(b) Term/right attached to equity shares:**

The Company has only one class of equity share having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Shareholders holdings more than 5% Share Capital**

Share in the company held by each shareholder holding more than 5% share specifying no. of shares held are as below:

Particulars	As At	As At	As At	As At
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	Shares	% of holding	Shares	% of holding
<b>Vikas Munjal*</b>	-	0.00%	45,422	9.07%
<b>Halder Gupta</b>	37,507	7.49%	37,700	7.52%
<b>Rajiv Gupta</b>	50,020	9.98%	50,020	9.98%
<b>Kanhiya Gupta</b>	45,822	9.15%	-	0.00%

**(d) Disclosure of equity shares held by Promoters**

Promoter Name	Share held by promoters as on		Share held by promoters as on 31.03.2023	
	No. of shares	% of total shares	No. of shares	% of total shares
Vikas Munjal*	0	0	45,422	9.07%
Halder Gupta	37,507	7.49%	37,700	7.52%
Rajiv Gupta	50,020	9.98%	50,020	9.98%
Kanhiya Gupta*	45,822	9.15%	400	0.08%
<b>Total:</b>	<b>1,33,349</b>	<b>26.61%</b>	<b>1,33,542</b>	<b>26.65%</b>

\*Mr. Vikas Munjal who was promoter as on 31.03.2023 had transferred its whole shareholding to Mr. Kanhiya Gupta (new promoter) after the 31.03.2023, however as on 31.03.2023, Mr. Vikas Munjal was holding shares as per Depository records.

## 9 Other Equity

Particulars	As At March 31, 2024	As At March 31, 2023
<b>(A) Retained Earnings</b>		
Opening balance	-5853.90	-7682.15
Net Profit / (loss ) for the year	2361.55	1828.25
Less: Adjustment	-	-
Add: Capital Reduction during the year	-	-
<b>Closing balance(A)</b>	<b>-3492.35</b>	<b>-5853.90</b>
<b>(B) Securities Premium</b>		
Opening Balance	-	-
Securities Premium during the year	-	-
<b>Closing balance (B)</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>-3492.35</b>	<b>-5853.90</b>

## 10 Financial Liabilities - Borrowings

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Unsecured Borrowings from Directors</b>		
Reimbursement of Expenses	-	151.42
<b>Total</b>	<b>-</b>	<b>151.42</b>

## 12 Other Financial Liabilities

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Advances from Customers for Sale</b>		
Shakti Oil and Chemicals	768.11	-
Shiva Trading Co.	1870.00	-
Skywalk Footwear	11.73	-
Audit Fee Payable	58.50	-
<b>Total</b>	<b>2708.34</b>	<b>-</b>

**13 Other Current Liabilities**

<b>Particulars</b>	<b>As At March 31, 2024</b>	<b>As At March 31, 2023</b>
<b>Advances from Customers for Sale</b>		
Pankaj Kumar	-	1000.00
Pranav Jain	-	1200.00
SR Jewels Pvt. Ltd.	-	800.00
Audit Fee Payable	-	41.30
GST Payable	-	23.52
TDS Payable	59.45	10.00
Salary payable	207.75	210.00
Rent payable	-	405.00
Professional Charges Payable	3.00	-
Other Expenses Payable	-	4.91
Grandprix Advisors Private Limited	-	121.84
Raca Techpro Chem Pvt. Ltd.	8.30	-
Beetal Financial & Computers Services Private Limited	27.45	17.95
Security Deposit	-	315.00
SMA & Associates	31.50	-
	<b>337.44</b>	<b>4149.52</b>

**14 Provisions**

<b>Particulars</b>	<b>As At March 31, 2024</b>	<b>As At March 31, 2023</b>
Provision for Income Tax	402.87	-
<b>Total</b>	<b>402.87</b>	<b>-</b>

## 15 Revenue from Operations

(All amounts in thousands)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sale of traded goods	239987.83	3879.51
	<b>239987.83</b>	<b>3879.51</b>

## 16 Other Income

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Miscellaneous Income	-	42.55
Interest on Income Tax Refund	-	1.88
Foreign Exchange Profit/Loss	43.43	-
Duty Drawback Received	28.16	-
<b>Total</b>	<b>71.59</b>	<b>44.43</b>

## 17 Cost of Material Consumed

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Purchases</b>		
Freight	326.52	-
<b>Total</b>	<b>326.52</b>	<b>-</b>

## 18 Purchases of stock in trade

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Purchases</b>		
Purchases of Traded goods	232456.06	623.99
<b>Total</b>	<b>232456.06</b>	<b>623.99</b>

## 19 Employee Benefits Expense

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salaries and Incentive	1994.60	416.00
<b>Total</b>	<b>1994.60</b>	<b>416.00</b>

## 20 Finance Cost

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Total</b>	<b>-</b>	<b>-</b>

**21 Other expenses**

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Advertisement expenses	22.59	20.40
Audit fees	65.00	35.00
AGM & EGM Expenses	6.47	35.54
Bank Balance W/off	-	105.44
Conveyance expenses	-	1.55
Depository Expenses	55.97	32.00
Interest on TDS	0.87	0.16
BSE Listing fee	325.00	300.00
Postage and courier	38.48	1.40
Website Maintenance expenses	9.00	11.45
Legal & Professional Fees	1122.25	88.00
Printing & Stationary Expenses	18.20	5.63
Rent	240.00	60.00
Miscellaneous Expenses	22.30	12.83
Bank Charges	8.94	0.28
ROC Expenses	33.91	6.00
RTA Fees	89.81	75.01
Software Exp.	3.00	15.00
SEBI Fee	-	150.00
Amount Written Off	9.79	-
BSE Charges for Name approval	60.00	-
Electricity Exp.	5.19	-
ITC Written Off	2.07	-
Short & Excess	0.04	-
Transportation & Handling Charges	378.96	-
Tender Office Charges	-	100.00
<b>Total</b>	<b>2517.84</b>	<b>1055.70</b>

**\*Detail of Payment to Auditors**

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Audit Fee (Statutory and Tax Audit Fees)	65.00	35.00
<b>Total</b>	<b>65.00</b>	<b>35.00</b>

**22 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following data reflects the inputs to calculation of basic and diluted EPS

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Net Profit after tax attributable to equity holders</b>	2361.55	1828.25
	<b>2361.55</b>	<b>1828.25</b>

Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS (In Rs.)

Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS (In Rs.)	5,01,050	5,01,050
Face value of Equity Share ( INR ) (In Rs.)	10.00	10.00
Basic and Diluted (In Rs.)	4.71	3.65

## 23 Current Tax and Deferred Tax

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Current Tax:</b>		
Current income tax:	402.87	-
Adjustments in respect of current income tax of previous period	-	-
<b>Deferred Tax:</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Total</b>	<b>402.87</b>	<b>-</b>
 <b>Income Tax on Other Comprehensive Income</b>		
Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Current Tax</b>	402.87	-
<b>Deferred Tax</b>		
Net loss/(gain) on remeasurements of defined benefit plans	-	-
<b>Total</b>	<b>402.87</b>	<b>-</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

## 24 Related party transactions

### a) Related party and nature of the related party relationship with whom transactions have taken place during the year

#### a) Key Management Personnel

Mr. Rajiv Gupta (Managing Director)

Mr. Halder Gupta (Executive Director)

Mr. Kanhiya Gupta (Executive Director)

Ms. Nalini Gupta (Chief Financial Officer)

Mr. Bhuwan Singh Taragi (Company Secretary)

(All amounts in thousands)

<b>Nature of Transaction</b>	<b>Related Party</b>	<b>Transaction Value during the period ended 31 March, 2024</b>	<b>Balance as on March 31, 2024</b>	<b>Balance as on March 31, 2023</b>
<b>Purchases / Trade Payable</b>	Biovivid Labs Pharmaceuticals Pvt Ltd	132404.78	-1000.00	-
	Manbro Polymers Limited	93940.39	22610.50	-
<b>Loans Taken</b>	Mr. Halder Gupta	1100.00	-	-
	Mr. Kanhaiya Gupta	1673.52	-	-
<b>Advances Made</b>	Mr. Rajiv Gupta	2000.00	-	-
<b>Reimbursement Expenses</b>	Mr. Halder Gupta	22.20	-	151.42
	Mr. Bhuwan Singh Taragi	1.18	-	-
<b>Remuneration Payable</b>	Mr. Bhuwan Singh Taragi	340.00	65.00	-
	Ms. Nalini	540.00	57.75	-

**MANBRO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)**  
CIN NO. L47211DL1992PLC048444  
Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026  
NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2024

**25 Fair values**

The carrying value and fair value of financial instruments by category:

**Assets and liabilities carried at amortised cost**

(All amounts in thousands)

Particulars	Carrying Value		Fair Value	
	As At March 31, 2024	As At March 31, 2023	As At March 31, 2024	As At March 31, 2023
<b>Financial assets</b>				
Other financial assets	-	-	-	-
Trade Receivables	26742.69	4073.54	26742.69	4073.54
Cash and cash equivalents	532.18	28.97	532.18	28.97
Other current financial assets	1000.00	9.79	1000.00	9.79
<b>Total</b>	<b>28274.86</b>	<b>4112.30</b>	<b>28274.86</b>	<b>4112.30</b>
<b>Financial liabilities</b>				
Borrowings	-	151.42	-	151.42
Trade Payables	24451.46	655.19	24451.46	655.19
Other Financial Liabilities	2708.34	-	2708.34	-
<b>Total</b>	<b>27159.80</b>	<b>806.61</b>	<b>27159.80</b>	<b>806.61</b>

**There are no assets and liabilities which have been carried at fair value through the profit and loss account.**

**There are no assets and liabilities which have been carried at fair value through the other comprehensive income.**

The management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2018 was assessed to be insignificant.

**26 Capital Management**

The company manages its capital to ensure that entities in the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the capital deployment.

The company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirement are met through equity and long-term/ short-term borrowings.

The company monitors the capital structure on the basis of total debt to equity ratio and maturity of the overall debt portfolio of the Company.

(All amounts in thousands)

Particulars	As At	As At
	March 31, 2024	March 31, 2023
Debt	-	-
Less: cash and cash equivalents	-532.18	-28.97
<b>Net Debt (A)</b>	<b>-532.18</b>	<b>-28.97</b>
<b>Equity (B) (In Rs.)</b>	<b>50,10,500</b>	<b>50,10,500</b>
<b>Gearing ratio (A/B) (In Rs.)</b>	<b>-11%</b>	<b>-1%</b>

27 The amounts and disclosures included in the financial statements of the previous year have been reclassified and regrouped wherever necessary.

For Sunil Kumar Gupta & Co.  
Chartered Accountants  
Firm Registration number: 003645N

For and on behalf of Board of Directors  
Manbro Industries Limited

Rahul Goyal  
Partner  
Membership No: 540880  
Place: New Delhi  
Date: 30.05.2024  
UDIN:

**RAJIV GUPTA**  
Managing Director  
DIN:01236018

**KANHIYA GUPTA**  
Director  
DIN: 07262275

**HALDHER GUPTA**  
Director  
DIN: 08168505

**NALINI GUPTA**  
Chief Financial Officer

**BHUWAN SINGH TARAGI**  
Company Secretary



**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the financial year 2023-24, which were not arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis during the financial year 2023-24:

Name of related party	Nature of Contract	Nature of Relationship	Duration of Contract	Salient terms	Transaction value during the year (in thousands)	Date of Board Approval	Advance made ,if any
Biovid Labs Pharmaceuticals Pvt. Ltd.	Purchase /Trade Payable	Common Director	FY 2023-24	NA	132404.78	03.10.2023	NA
Manbro Polymers Limited		Common Director	FY 2023-24	NA	93940.39	03.10.2023	NA
Mr. Haldher Gupta	Loan Taken	Director		NA	1100.00	03.10.2023	NA
Mr. kanhiya Gupta		Director		NA	1673.52	03.10.2023	NA
Mr. Rajiv Gupta	Advance Made	Director		NA	2000.00	03.10.2023	NA

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

Sd/-

**Rajiv Gupta**  
Managing Director  
DIN: 01236018

Date: 28-08-2024

Place: Delhi

**Registered Office of the Company:**  
C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026  
Email: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)  
[www.unimodeoverseas.in](http://www.unimodeoverseas.in)  
CIN: **L47211DL1992PLC048444**  
Contact: +91-8447976925