

UNIMODE

Dated: 05.09.2023

To,

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai – 400001

BSE Scrip Code: 512295 and Scrip ID: UNIMOVR

Sub: Proceeding of the 31ST Annual General Meeting (AGM) held on September 5th, 2023

Dear Sir,

Further to our letter dated August 11th, 2023 in respect of the Notice of 31st Annual General Meeting of M/s UNIMODE OVERSEAS LIMITED, held on Tuesday, 5th September, 2023 at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026.

In this connection, please find enclosed as Annexure I, the Summary of proceedings of the AGM of the Company pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

This disclosure will also be hosted on the Company's website viz. www.unimodeoverseas.in

We request you to take the above on your records.

Thanking you,

Yours sincerely,

FOR UNIMODE OVERSEAS LIMITED

**RAJIV
GUPTA**

Digitally signed by RAJIV GUPTA
DN: c=IN, o=Personal, postalCode=+110026,
st=Delhi,
2.5.4.20=6146632377e449586a47e791e89e
c6a68a72a7270a8381c81d43b0c508,
serialNumber=C8132E2DFCC839AC869C21
F36C728EAC3BAE,
serialNumber=452238E46167A8BA3E3959F2F
F318C23FE6D9FDE5629496F2E4F0EAS505D
5180, cn=RAJIV GUPTA
Date: 2023.09.05 18:32:40 +05'30'

Rajiv Gupta
Director
DIN: 01236018
Encl: A/a

UNIMODE OVERSEAS LIMITED

Regd: C 18 Shivaji Park Punjabi Bagh New Delhi DL 110026 IN

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

Summary of Proceeding of the 31st (Thirty First) Annual General Meeting

The 31st Annual General Meeting (“AGM or the Meeting”) of the shareholders of the Unimode Overseas Limited (“the Company”) was held on Tuesday, September 05, 2023 at 12:30 p.m. at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026..

➤ **The following directors were present:**

- a) **Mr. Rajiv Gupta:** Executive Director
- b) **Mr. Kanhiya Gupta:** Executive Director, Member of Risk Management Committee, Member of Stakeholders Relationship Committee and Member of Audit Committee.
- c) **Mr. Haldher Gupta:** Executive Director, Member of Risk Management Committee and Member of Audit Committee.

➤ **Chief Financial Officer:**

Ms. Nalini Gupta - Chief Financial Officer

➤ **Company Secretary:**

Mr. Bhuwan Singh Taragi - Company Secretary and Compliance Officer

➤ **In attendance:**

Ms. Divya Rani, Secretarial Auditor of the Company.

➤ **In attendance:**

Mr. Rahul Goyal, Authorised representative of Sunil Kumar Gupta & Co., statutory auditor of the Company.

➤ **Members present:**

Total of 117 Members attended the meeting in person / through authorized representatives.

- Mr. Bhuwan Singh Taragi, Company Secretary and Compliance Officer welcomed all the members at the AGM and affirmed that the Company had taken all the feasible steps to enable Members to participate and vote on the items of businesses considered at the AGM.
- The Company Secretary further informed the members that the Statutory registers/ records and other applicable documents were available for inspection by the members at the registered office of the company.

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- Pursuant to the relevant provisions of the Articles of Association of the Company, Mr. Rajiv Gupta, took the chair and welcomed all the members and Board of Directors present at the AGM. The Chairman ascertained the requisite quorum was present and declared the Meeting was in order.
- The Chairman then briefed the members on the business operations of the Company.
- Subsequently, the Company Secretary opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The questions raised by the members were duly answered by the Chairman.
- The Company Secretary informed the members that the Notice of AGM, the board report, the statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2023, have been sent to the members of the Company at their registered email address, within prescribed timelines. It was informed to the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or other remarks. Thereafter, the Company Secretary briefed the members on the resolutions as set out in the Notice of AGM:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, 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. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director.
4. Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director.
5. Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director.
6. Appointment of Ms. Nalini Gupta (DIN: 10241569) as non- executive Non – Independent Director of the Company.
7. Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917) as Non Executive Non-Independent Director.
8. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as Managing Director of the Company.
9. Change in Object Clause of Memorandum of Association of the Company.
10. Adoption of New object clause of Memorandum of Association as per provisions of Companies Act, 2013.
11. Change in name of the Company.

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12. Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013:

- The Company Secretary explained to the Members the procedure of poll through ballot on the agenda items as contained in the Notice of 31st Annual General Meeting.
- The Board of Directors had appointed CS Divya Rani (M. No. A64841), Company Secretary in Practice, as the Scrutinizer to supervise the e-voting process. She further requested the Members to vote through Ballot.
- Thereafter, the Members voted through ballots on the Agenda items.
- The Meeting Concluded at 03.00 p.m. with a Vote of Thanks of the chair.
- The Consolidated Scrutinizer's Report on the Results of the Voting through remote e-voting and poll conducted at AGM shall be submitted to the Stock Exchange in accordance of the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The same shall also be uploaded on website of the Company.

This is for your kind information and record.

Thanking You,

FOR UNIMODE OVERSEAS LIMITED

**RAJIV
GUPTA**

Digitally signed by RAJIV GUPTA
DN: cn=RAJIV, o=Personal, postalCode=110026,
st=Delhi,
2.5.4.20=b146e32377e4f495c86a4791e89ecdd6a
68a72e37270a583c686843bc508c,
pseudonym=SC3E152CFD2C859AC869C21F38C
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serialNumber=S0238E48167A8BA2E3959F2FE31B
C23FE6DFDFDE5629496F2E4F0EA5505D5180,
cn=RAJIV GUPTA
Date: 2023.09.05 18:53:33 +05'30'

Rajiv Gupta
Director
DIN: 01236018

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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

Special Business

3. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director.

“**RESOLVED THAT** Mr. Rajiv Gupta (DIN: 01236018), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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.”

4. Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director.

“**RESOLVED THAT** Mr. Halder Gupta (DIN: 08168505), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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. Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director.

“**RESOLVED THAT** Mr. Kanhiya Gupta (DIN: 07262275), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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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.”

6. Appointment of Ms. Nalini Gupta (DIN: 10241569) as Non- Executive Non – Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and **Ms. Nalini Gupta (DIN: 10241569)**, be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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.”

7. Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917) as Non Executive Non-Independent Director.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and **Mr. Rajesh Kumar Raina (DIN: 09605917)**, be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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.”

8. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as Managing Director of the Company.

“**RESOLVED THAT** pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactments thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the “Act”) Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Company be and hereby accorded to appoint **Mr. Rajiv Gupta (DIN: 01236018)**, who has signified his consent to be

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appointed as an Chief Executive Officer of the Company, to hold the office for a period of 5 (Five) years effective from date of this AGM, on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Rajiv Gupta (DIN: 01236018), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. Rajiv Gupta.

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorise to sign and executed deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

-//Certified True Copy//-

For Unimode Overseas Limited



Rajiv Gupta
Director
Din: 01236018



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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

Special Business

9. Change in Object Clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to alter the sub clause (1) of clause III (A) of the Memorandum of Association of Company:

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause I(A) as under:

“1. 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 preservable 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 contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to

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carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

10. Adoption of New object clause of Memorandum of Association as per provisions of Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by **CHANGING ITS MAIN OBJECT** of the Memorandum of Association, mentioned under Clause III (A).

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) of the Memorandum of Association of the Company, be changed as under:

“1. 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 preservable 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

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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 contraceptives photographic 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”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

11. Change in name of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14 and as per regulation 45 of SEBI (LODR) 2015 and other applicable provisions if any, of the Companies act, 2013 and subject to such approvals and permissions from stock exchange as may be necessary, the consent of members by way of special resolution, be and is hereby given to changing the name of the Company from **UNIMODE OVERSEAS LIMITED** to **MANBRO INDUSTRIES LIMITED** as confirmed by the Registrar, CRC regarding availability of the said name for adoption vide name availability of the said name for adoption vide name availability letter dated 09.08.2023.

FURTHER RESOLVED THAT pursuant to section 13 and section 14 and rules thereunder, if any, of the companies Act, 2013, the Name Clause being Clause I into the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following clause:

The Nominate of the Company will be above “**MANBRO INDUSTRIES LIMITED**” In MOA.

RESOLVED FURTHER THAT the Board of Directors of the Business become and is hereby authorized, on do whole acts, feats, and execute how select like deem necessary, proper or desirable to to purpose of giving effect to the aforesaid solution along with filing off necessary e-forms with the Registrar of Corporate, Delhi.”

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12. Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of section 13, 14 of the Companies Act 2013 (the act) and any other applicable provisions of the act and applicable Regulations of LODR and rules frame their under including any modifications there to or enactments thereof for the time being in force, the consent of the members of the company hereby according to alteration of existing article of association and memorandum of the company.

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is **‘MANBRO INDUSTRIES LIMITED’**

RESOLVED FURTHER THAT Clause F of the Articles of Association of the company be substituted by the following:

"The Company" means **MANBRO INDUSTRIES LIMITED”**

-//Certified True Copy//-

For **Unimode Overseas Limited**



Rajiv Gupta
Director
Din: 01236018



UNIMODE OVERSEAS LIMITED

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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 3 to 12 of the accompanying Notice.

In respect of item No. 3

Mr. Rajiv Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Rajiv Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Haldher Gupta and Mr. Kanhiya Gupta, is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.3 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 to the effect that she 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. Rajiv Gupta as an Executive 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

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Rajiv Gupta
DIN	01236018
Father's Name	Mr. Rajinder Gupta Kumar

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Date of Birth	23/01/1971
Date of Appointment as additional director	<u>27/03/2023</u>
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	1 (MANBROPOLYMERSLIMITED)
Committees positions held in other companies	NIL
Shareholding in Companies	50,020/- Equity Shares & 9.95%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 4

Mr. Haldher Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Haldher Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Rajiv Gupta and Mr. Kanhiya Gupta, is concerned or interested in the resolution.

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 to the effect that she 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. Haldher Gupta as an Executive 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

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Haldher Gupta
DIN	08168505
Father's Name	Mr. RAJIV GUPTA
Date of Birth	12/04/2000
Date of Appointment as additional director	<u>27/03/2023</u>
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVIDLABSPHARMACEUTICALSPRIVATELIMITED&RAAKAT ECHPROCHEMPRIVATELIMITED)
Committees positions held in other companies	NIL
Shareholding in Company	37,700/- Equity Shares &7.52%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 5

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Mr. Kanhiya Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Kanhiya Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Rajiv Gupta and Mr. Haldher Gupta, is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.5 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 to the effect that she 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. Kanhiya Gupta as an Executive 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

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Kanhiya Gupta
DIN	07262275
Father's Name	Mr. RAJIV GUPTA
Date of Birth	18/03/1997
Date of Appointment as additional director	<u>27/03/2023</u>
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVID LABS PHARMACEUTICALS PRIVATE LIMITED & RAAKA TECHPRO CHEM PRIVATE LIMITED)
Committees positions held in other companies	NIL

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Shareholding in Company	45,822/- Equity Shares &9.15%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 6

Ms. Nalini Gupta having DIN: 10241569 is proposed to be the non executive director of the Company with effect from the day of this AGM. Pursuant to Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 apart from having existing designation of Chief Financial Officer which is designated to her. Accordingly, following resolution was place before the board and after due discussion, board has recommended the same to the members of the Company.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Ms. Nalini Gupta (DIN: 10241569), be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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.”

None of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution.

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

The Company has also received: -

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

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A copy of the draft letter for the appointment of Ms. Nalini Gupta as an Non-Executive 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

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Nalini Gupta
DIN	10241569
Father's Name	Mr. Ramesh Dutt Sharma
Date of Birth	07/12/1975
Date of Appointment as additional director	<u>NA</u>
Educational Qualification	Graduation
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	NA
Committees positions held in other companies	NIL
Shareholding in Company	NIL
No of Board Meeting attended during the FY 2022-23	NA
Relationship between Director inter-se	NA

In respect of item No. 7

Mr. Rajesh Kumar Raina having DIN: **09605917** is proposed to be the non executive director of the Company with effect from the day of this AGM. pursuant to Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, following resolution was place before the board and after due discussion, board has recommended the same to the members of the Company.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and **Mr. Rajesh Kumar Raina (DIN: 09605917)** be and is hereby appointed as non- executive non-Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

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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.”

None of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 7 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 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. Rajesh Kumar Raina as Non-Executive 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

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Rajesh Kumar Raina
DIN	09605917
Father's Name	Mohan Lal Raina
Date of Birth	20.04.1964
Date of Appointment as additional director	-
Educational Qualification	M.Sc., Ph.D Organic Chemistry
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	NA
Committees positions held in other companies	NIL
Shareholding in Company	NIL
No of Board Meeting attended during the FY 2022-23	NA

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Relationship between Director inter-se	NA
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In respect of item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment of Mr. Rajiv Gupta in the meeting held on 11th August, 2023 with effect from 5th September, 2023. He was appointed as Managing Director for a period of 5 years, with effect from 5th September, 2023, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended his appointment as Managing Director of the Company with effect from 5th September, 2023 for Five years.

The Company had received consent letter from Mr. Rajiv Gupta to act as a Managing Director of the Company.

His appointment shall be subject to following terms and condition:-

I. Powers and Duties

The Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.

II. Remuneration

Mr. Rajiv Gupta shall be entitled to the remuneration, as decided by the Nomination and Remuneration Committee from time to time and which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder, in any year. Further, if during the tenure of the Mr. Rajiv Gupta, the Company has no profits or its profits are inadequate in any year, he shall be entitled to minimum remuneration as per the provision of the Schedule V to the Companies Act, 2013. In case the remuneration to be paid to him for that year is more than the minimum remuneration as specified under the said Schedule V, the remuneration for that year will be subject to the approval of the shareholders.

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Other relevant details of Mr. Rajiv Gupta as prescribed under the Companies Act, 2013 are asunder:

Sr. No	Particulars	
1.	Age	52 years
2.	Educational Qualification	Intermediate
3.	Date of first Appointment as additional director	<u>27/03/2023</u>
4.	Shareholding in Company	50,020/- Equity Shares & 9.95%
5.	Relationship with other Directors/ KMP	Relative
6.	Other Directorship/partnership	1 (MANBRO POLYMERS LIMITED)
7.	Member/Chairmanship Of Committees of other Boards.	0*
8.	The number of Meetings of the Board attended during the year	1

*Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees have been included.

The Board recommends the appointment of Mr. Rajiv Gupta as a Managing Director, by the shareholders of the Company by passing the ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Haldher Gupta and Mr. Kanhiya Gupta, is concerned or interested in the proposed resolutions. The resolution as set out 8 of this Notice is accordingly recommended for your approval by passing of Ordinary Resolution.

In respect of item No.9.

The Members are hereby informed that the Company has to suitably modify/alter existing main object of memorandum of association in order to incorporate new activity of the company.

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“1. 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 preservable 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 contraceptives photographic 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”

The Board at its meeting has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

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In respect of item No.10

Adoption of new object in the Memorandum of Association as per provisions of Companies Act, 2013

The Company has amended the Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company under Clause III (A) –

“1. 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 preservable 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 contraceptives photographic 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”

The Board at its meeting held has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of

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shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No.10 of the Notice for approval of the Members.

In respect of item No.11

Name Change of the Company

The Company is in the process of commencing new business activities and consequently the company is altering its main objects. The Board of Directors of the Company is in the view that the name of the Company should be in consonance to the new main objects of the Company. Therefore, the Board of Directors of the Company seeks your approval for proposed change of name.

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and as per regulation 45 of SEBI (LODR) 2015 and other applicable provisions if any, of the Companies act, 2013 and subject to such approvals and permissions from stock exchange as may be necessary, the consent of members by way of special resolution, be and is hereby given to changing the name of the Company from **UNIMODE OVERSEAS LIMITED** to **MANBRO INDUSTRIES LIMITED** as confirmed by the Registrar, CRC regarding availability of the said name for adoption vide name availability of the said name for adoption vide name availability letter dated 09.08.2023.

FURTHER RESOLVED THAT pursuant to section 13 and section 14 and rules thereunder, if any, of the companies Act, 2013,the Name Clause being Clause I into the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following clause:

The Nominate of the Company will be above **“MANBRO INDUSTRIES LIMITED”** In MOA.

RESOLVED FURTHER THAT the Board of Directors of the Business become and is hereby authorized, on do whole acts, feats, and execute how select like deem necessary, proper or desirable to to purpose of giving effect to the aforesaid solution along with filing off necessary e-forms with the Registrar of Corporate, Delhi.”

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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The Board recommends the Special Resolution set forth in Item No.11 of the Notice for approval of the Members.

In respect of item No.12

Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013

With the effect of new object, the Company needs to change its name and such new shall be reflected in the association and memorandum of the company, to comply with this requirement, company requires members approval for alteration of existing article of association and memorandum of the company by way of Special resolution as below.

“RESOLVED THAT pursuant to the provisions of section 13, 14 of the Companies Act 2013 (the act) and any other applicable provisions of the act and applicable Regulations of LODR and rules frame their under including any modifications there to or enactments thereof for the time being in force, the consent of the members of the company hereby according to alteration of existing article of association and memorandum of the company.

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is **‘MANBRO INDUSTRIES LIMITED’**

RESOLVED FURTHER THAT Clause F of the Articles of Association of the company be substituted by the following:

"The Company" means MANBRO INDUSTRIES LIMITED”

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No.12 of the Notice for approval of the Members.

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SMA & ASSOCIATES
Chartered Accountants

304/10178, Ravinder Plaza, Abdul Aziz Road
Karol Bagh, New Delhi-110005
Tel. :011 - 43685156
E-mail: smacapartners@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 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