

Notice

Notice is hereby given that the 32nd Annual General Meeting of **Manbro Industries Limited** will be held on Wednesday, 25th 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 32nd Annual General Meeting till the conclusion of 37th 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 10th November, 2023 to 9th 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.

Name of Related Party	Nature of Transaction	Nature of relationship	Amount of transaction (in Crore)
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 Biovivid Labs Pharmaceuticals Private Limited during the financial year 2024-25, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party(s).

Nature of Transaction	Nature of relationship	Proposed maximum amount of transaction
Sale/ purchase of Goods	Common director	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: Promoter	5,25,000
2.	Sunil Kumar Goenka	Currently: Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	5,25,000
3.	Binod Kumar Goenka	Currently: Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	11,55,000
4.	Dilip Kumar Goenka	Currently: Proposed Promoter Post Open Offer under Takeover Regulations: Promoter	19,95,000
5.	Saket Agarwal	Non-Promoter	3,00,000
6.	Securocrop Securities India Private Limited	Non-Promoter	1,75,000
7.	Laxmi Trade Solutions	Non-Promoter	1,50,000
8.	Sanjeev Kathuria	Non-Promoter	1,25,000
9.	Sangeeta Pareekh	Non-Promoter	1,00,000
10.	DMA Cube 5 Analytics Private Limited	Non-Promoter	27,000
11.	Petflakes 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 32nd 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 32nd 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 22nd September, 2024 at 09:00 A.M. and ends on 24th 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. 18th 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 18th 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</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>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System MyEasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at 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
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. 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 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 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 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. 18th September 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 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 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 32nd 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.
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 at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026 between 1st September, 2024 (9.00 a.m. IST) and 22nd 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

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

NAME OF THE DIRECTOR	Pankaj Kumar
DIN	01389386
Father's Name	Gurucharan Lal Kumar
Date of Birth	03-12-1970
Date of Appointment as additional director	10-11-2023
Educational Qualification	B.Com
Experience & expertise in specific function area	More than 33 Years of experience in the industry
Directorship held in other Companies (Excluding foreign companies)	3
Committees positions held in other companies	Nil
Shareholding in Companies	NA
No of Board Meeting attended during the FY 2023-24	1
Relationship between Director inter-se	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 Biovivid 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	Biovivid 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	Biovivid 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 50 crores 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, Spazetech 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, Spazetech 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:

- 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 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 Allotted	be Allotted	(Post Preferential allotment)		(Upon completion of open offer)	
		No. of equity shares	%			No. of equity shares	%	No. of equity shares	% *
A	Promoter & Promoter Group Shareholding								
(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	-	-	-	-	-	-	-	-
	Sub Total (A)	1,33,349	26.61 %	42,00,000	15,50,000	58,83,349	57.96%	83,89,273	82.64%
B	Public Shareholding								
(a)	Institutional Investor								
(i)	Bank	50	0.01%	-	-	50	0.00%	17,61,777	17.36%
(ii)	Alternate Investment Funds	-	-	-	-	-	-		
(b)	Non- Institutions								
(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%		
	Sub Total (B)	3,67,701	73.39%	11,00,000	28,00,000	42,67,701	42.04%	17,61,777	17.36%
	Total Shareholding (A+B)	5,01,050	100%	53,00,000	43,50,000	1,01,51,050	100%	1,01,51,050	100%

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 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, Spazeltch 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, Spazeltch 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 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	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.

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. 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	% *
A	Promoter & Promoter Group Shareholding								
(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	-	-	-	-	-	-	-	-
	Sub Total (A)	1,33,349	26.61 %	42,00,000	15,50,000	58,83,349	57.96 %	83,89,273	82.64 %
B	Public Shareholding								
(a)	Institutional Investor								
(i)	Bank	50	0.01%	-	-	50	0.00%		
(ii)	Alternate Investment Funds	-	-	-	-	-	-		
(b)	Non-Institutions								

(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%		
	Sub Total (B)	3,67,701	73.39%	11,00,000	28,00,000	42,67,701	42.04%	17,61,777	17.36%
	Total Shareholding (A+B)	5,01,050	100%	53,00,000	43,50,000	1,01,51,050	100%	1,01,51,050	100%

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: 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 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 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