



Manbro Industries Ltd

To,

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

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 this is to intimate you that the Board of Directors of the Company in their meeting duly held today i.e., Thursday, 30th May, 2024, at 3:00 P.M. at the registered of the Company at C 18 Shivaji Park Punjabi Bagh New Delhi-110026, has approved the following: -

1. Audited Financial Results along with auditor's report for the quarter and year ended 31st March, 2024.
2. Approval of Restated Statement of Profit and Loss and Restated Statements of Assets and Liabilities of the company up to Quarter ending December, 2023, in respect to right issue.
3. Re-appointment Ms. Divya Rani, Practising Company Secretary, (C.P. No.: 26426) Secretarial Auditor of the Company for the Financial Year 2023-24;
4. Appointment of M/s SMA and Associates as Tax auditor of company for the financial year 2023-24
5. Review and approved related party transaction policy

Further, Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015, we are enclosing the Copy of Audited Financial Results along with Audit Report for the quarter and year ended 31st March, 2024.

The meeting of the Board Commenced at 3:00 P.M. and concluded at 4:00 P.M.

This is for your information and record.

Thanking You

Yours Faithfully

For Manbro Industries Limited
For MANBRO INDUSTRIES LTD.


Managing Director

RAJIV GUPTA
DIRECTOR
DIN: 01236018

RAJIV
GUPTA

Digitally signed
by RAJIV GUPTA
Date: 2024.05.30
16:42:41 +05'30'

Encl: As Above

MANBRO INDUSTRIES LIMITED

(Formally known as Unimode Overseas Limited)

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

Email ID: unimodeoverseaslimited@gmail.com | manbroind@gmail.com

CIN: L47211DL1992PLC048444 Tel no: +91 8447976925 www.unimodeoverseaslimited.in



SUNIL KUMAR GUPTA & CO.

CHARTERED ACCOUNTANTS

B-10, MAGNUM HOUSE-1, KARAMPURA COMMERCIAL COMPLEX,

SHIVAJI MARG, NEW DELHI-110015

Mobile : 09953999077

• E-mail: caskg82@gmail.com

Independent Auditor's Report on the Quarter and Year to Date Audited Standalone Financial Results of the Company Pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Manbro Industries Limited
(Formerly Known as Unimode Overseas Limited)

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of standalone Ind AS Financial Results of **M/s Manbro Industries Limited (the "Company")** for the Quarter ended March 31, 2024 and the year to date results for the period from April 01, 2023 to March 31, 2024 attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these Standalone Financial Results:

- i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter ended March 31, 2024 as well as the year to date results for the period from April 01, 2023 to March 31, 2024.



Basis for Opinion

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

Management's Responsibilities for the Standalone Financial Results

These quarterly as well as year to date standalone financial results have been prepared on the basis of the annual standalone financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.


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

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

Other Matters

The Statement includes the financial results for the quarter ended 31st March, 2024 being the balancing figure between the audited figures in respect of full financial year and the published unaudited year to date figures up to third quarter of the current financial year, which were subjected to limited review by us, as required under the Listing Regulations.

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



CA Rahul Goyal

Partner

M.No: 540880

Place: Delhi

Dated: 30-05-2024

UDIN: 245408808KEBAZ1720



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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

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

Statement of Audited Financial Results for the Quarter & Year ended 31st March 2024

(Rs. In Million)

	PARTICULARS	Quarter Ended			Year Ended	
		31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
		Audited	Un-Audited	Audited	Audited	Audited
1	Revenue from Operation	46.68	142.42	3.88	239.99	3.88
2	Other Income	0.03	0.01	-	0.07	0.04
3	Total Income (1+2)	46.71	142.43	3.88	240.06	3.92
4	EXPENSES					
a)	Cost of Material Consumed	0.05	0.15	-	0.33	-
b)	Purchase of Stock-in-trade	45.03	135.42	0.62	232.46	0.62
c)	Changes in Inventories of finished goods, work-in-progress and Stock-in-trade	-	3.27	-	-	-
d)	Employee benefiits expense	0.70	0.67	-	1.99	0.42
e)	Finance Costs	-	-	-	-	0.00
f)	Depreciation and amortisation expense	-	-	-	-	-
g)	Other Expenses	0.83	0.51	0.46	2.52	1.06
	TOTAL EXPENSES	46.61	140.02	1.08	237.30	2.10
5	Profit /(Loss) Before Exceptinal Items (3-4)	0.10	2.41	2.80	2.76	1.83
6	Exceptional Items	-	-	-	-	-
7	Profit/(Loss) Before Tax (5-6)	0.10	2.41	2.80	2.76	1.83
8	Tax Expense					
(1)	Current Tax	0.40	-	-	0.40	-
(2)	Minimum Alternate Tax	-	-	-	-	-
9	Profit/(Loss) from continuing Operations (7-8)	(0.30)	2.41	2.80	2.36	1.83
10	Profit/(Loss) from discontinuing operations	-	-	-	-	-
11	Tax expense of discoutinuing operattions	-	-	-	-	-
12	Profit/(Loss) from discontinuing operations (after Tax)	-	-	-	-	-
13	Profit/(Loss) for the period (9+12)	(0.30)	2.41	2.80	2.36	1.83
14	Other comprehensive Income					
A. (i)	Items that will not be reclassified to Profit or Loss	-	-	-	-	-
(ii)	Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
B. (i)	Items that will be reclassified to Profit or Loss	-	-	-	-	-
(ii)	Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
15	Total Comprehensive Income for the period (13+14) (Comprising profit/(Loss) and other Comprehensive Income for the period	(0.30)	2.41	2.80	2.36	1.83
16	Paid up Equity Share Capital (of Rs 10/- each)	5.01	5.01	5.01	5.01	5.01
17	Other Equity	-	-	-	-3.49	-5.85
18	Earning per equity share (for discontinued & continued operations) of face value of Rs. 10 each					
a)	Basic	(0.60)	4.81	5.60	4.71	3.65
b)	Diluted	(0.60)	4.81	5.60	4.71	3.65

For Manbro Industries Limited

Place: New Delhi
Date: 30.05.2024

For MANBRO INDUSTRIES LTD
Rajiv Gupta
Managing Director
DIN: 01236018
Managing Director

Notes:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 30.05.2024
2. There was no investor complaints pending during the Quarter ended 31.03.2024.
3. The Previous Quarter ended figures have been re-grouped/ re-arranged, whenever necessary.

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta
Managing Director
DIN: 01234567

Managing Director

Place: New Delhi
Date: 30.05.2024

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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

Email ID: unimodeoverseaslimited@gmail.com,

Website: www.unimodeoverseas.in

Statement of Assets and Liabilities as at 31st March 2024

(Rs. in Millions)

Particulars	As At 31st March 2024	As At 31st March 2023
	Audited	Audited
Assets		
(1) Non-current assets		
(a) Property, Plant and Equipment	-	-
(b) Capital work in progress	-	-
(c) Financial Assets	-	-
- Investments	-	-
- Other financial assets	-	-
(d) Deferred Tax Assets (net)	-	-
(e) Other Non-Current Assets	-	-
Total Non-current assets	-	-
(2) Current assets		
(a) Inventories	-	-
(b) Financial Assets	-	-
- Trade Receivables	26.74	4.07
-Cash and Cash Equivalents	0.53	0.03
-Bank balances other than cash and cash equivalents	-	-
-Other Current Financial Assets	1.00	0.01
(c) Other Current Assets	1.27	-
Total current assets	29.55	4.11
Total Assets	29.55	4.11
EQUITY AND LIABILITIES		
(1) Equity		
(a) Equity Share Capital	5.01	5.01
(b) Other Equity	(3.49)	(5.85)
Total Equity	1.52	(0.84)
(2) Non-Current Liabilities		
(a) Financial Liabilities	-	-
- Borrowings	-	-
(b) Provisions	-	-
(c) Deferred Tax Liabilities (net)	-	-
Total non-current liabilities	-	-
(4) Current Liabilities		
(a) Financial Liabilities	-	-
- Borrowings	-	0.04
-Trade Payables	24.58	0.66
- Other Financial Liabilities	2.71	-
(b) Other Current Liabilities	0.34	4.26
(c) Provisions	0.40	-
Total current liabilities	28.03	4.96
Total equity and liabilities	29.55	4.11

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta

Managing Director

DIN: 01236018

Place: New Delhi

Date: 30.05.2024

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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Standalone Statement Audited Cash Flow		(Rs. In Millions)	
	Particulars	Year Ended 31.03.2024 (Audited)	Year Ended 31.03.2023 (Audited)
A	Cash flow From operating Activities		
	Profit(loss) before tax	2.76	1.83
	Adjustment for:		
	- Depreciation and amortisation expense	-	-
	- Retained earning Ind As	-	-
	- Commission Income	-	-
	- Interest Income	-	-
	- Finance costs	-	0.00
	Operating profit before working capital changes	2.76	1.83
	Adjustments for:		
	Increase/(Decrease) in Trade Payables	23.93	0.66
	Increase/(Decrease) in Other Current Liabilities	(3.92)	0.85
	Increase/(Decrease) in Other Financial Liabilities	2.71	-
	Increase/(Decrease) in Provisions	-	-
	Increase/(Decrease) in Short Term Provisions	-	-
	(Increase) / Decrease in Trade Receivables	(22.67)	(3.57)
	(Increase) / Decrease in Other Financial Assets	(0.99)	-
	(Increase) / Decrease in Other Current Financial Assets	-	-
	(Increase) / Decrease in other Non Current Assets	-	-
	Increase / (Decrease) in Inventories	-	-
	(Increase) / Decrease in Short Term Advances	-	-
	(Increase) / Decrease in Other Current Assets	(1.27)	0.05
	Cash generated from operations	-	-
	Taxes paid	-	-
	Net Cash from Operating Activities	0.55	(0.18)
B	Cash Flow From Investing Activities		
	Purchase of Property, Plant & Equipment	-	-
	Sale of Property, Plant & Equipment	-	-
	Commission Income	-	-
	Interest Income	-	-
	Movement n Loan & Advances	-	-
	Net Cash used in Investing Activities	-	-
C	Cash flows from Financing Activities		
	Movement in Long term loans (Net)	-	-
	Movement in Short term loans	(0.04)	0.04
	Decrease in Reserve & Surplus	-	-
	Increase in Share Capital & premium	-	-
	Interest Paid	-	(0.00)
	Net cash generated/(used) in financing activities (C)	(0.04)	0.04
D	Increase/(Decrease) in cash and cash equivalents(A+B+C)	0.50	(0.13)
E	Cash and cash equivalents at the beginning of the year	0.03	0.16
	cash and cash equivalents at the end of the year(D+E)	0.53	0.03

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta

Managing Director

DIN: 01236018

Managing Director

Place: New Delhi

Date: 30.05.2024



Manbro Industries Ltd

Date: 30/05/2024

Scrip Code: 512595/MANBRO

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub: Declaration pursuant to Regulation 33(3)(d) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Nalini Gupta, Chief Financial Officer of Manbro Industries Limited having Registered Office at C-18 Shivaji Park Punjabi Bagh New Delhi-110026, I hereby declare that, the Statutory Auditor of the Company, M/s Sunil Kumar Gupta & Co Chartered Accountants, have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company (standalone) for the financial year ended March 31, 2024.

This Declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, vide notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CRD/CMD/56/2016 dated May 27, 2016 for Standalone Financial Statement

Please take this declaration on your records.

Yours truly,

For **Manbro Industries Limited**



Nalini Gupta
Chief Financial Officer

MANBRO INDUSTRIES LIMITED

(Formally known as Unimode Overseas Limited)

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

Email ID: unimodeoverseaslimited@gmail.com | manbroind@gmail.com

CIN: L47211DL1992PLC048444 Tel no: +91 8447976925 www.unimodeoverseaslimited.in



Manbro Industries Ltd

30.05.2024

M/s SMA & ASSOCIATES
Chartered Accountants
304/10178, Ravinder Plaza, Abdul Aziz Road
Karol Bagh, New Delhi-110005

APPOINTMENT LETTER

As has been approved and confirmed at the board meeting of the Company held today on dated 30.05.2024, M/s SMA & ASSOCIATES, Chartered Accountants, be and are hereby appointed as Tax Auditor of the Company for financial year 2023-24, at a remuneration as fixed by the Board of Directors.

Yours Faithfully,

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta Managing Director
Managing Director

MANBRO INDUSTRIES LIMITED

(Formerly known as Unimode Overseas Limited)

Regd. Office: C 18 Shivaji Park Punjabi Bagh New Delhi DL 110026
Email ID: unimodeoverseaslimited@gmail.com | Website: www.unimodeoverseaslimited.in
CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156



Manbro Industries Ltd

30.05.2024

M/s Divya Rani,
Practising Company Secretary,

APPOINTMENT LETTER

Ref: Appointment of Secretarial Auditor

As has been approved and confirmed at the board meeting of the Company held today on dated 30.05.2024, M/s Divya Rani, Practising Company Secretary, (C.P. No.: 26426), be and are hereby appointed as Secretarial Auditor of the Company for the Financial Year 2023-24, at a remuneration as fixed by the Board of Directors.

Yours Faithfully,

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta Managing Director
Managing Director

MANBRO INDUSTRIES LIMITED
(Formerly known as Unimode Overseas Limited)

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MANBRO INDUSTRIES LIMITED

RELATED PARTY TRANSACTION POLICY

[Adopted in: December 2015]
[Revised in: May 2024]

MANBRO INDUSTRIES LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

1) SCOPE AND PURPOSE OF THE POLICY

Related party transactions can present a potential or actual conflict of interest which maybe against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Manbro Industries Limited (“MIL” or “the Company”) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions. Also, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires a company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In light of the above, MIL has framed this Policy on Related Party Transactions (“Policy”). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

2) OBJECTIVE OF THE POLICY

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between MIL and its related parties based on the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable to the Company.

3) DEFINITIONS

“**Act**” means the Companies Act, 2013.

“**SEBI (LODR) Regulations, 2015**” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Company**” means Manbro Industries Limited.

“**Arm’s length transaction (ALP)**” as per the Explanation (b) to Section 188 (1) of the Companies Act, 2013 means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

“**Related Party**” with reference to a Company, shall have the same meaning as defined in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Related Party Transaction” (RPT) means –

- for the purpose of the Act, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188;
- for the purpose SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it shall have the same meaning as defined under Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4) MATERIALITY THRESHOLDS

Regulation 23 of the SEBI Listing Regulations requires a company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the related parties of the Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not.

MIL has fixed the following materiality threshold for the purpose of Regulation 23(1), 23(1A) and 23(4) of the SEBI Listing Regulations:

- Payment to a Related Party with respect to brand usage or royalty – 5% of the annual consolidated turnover of the Company as per last its audited financial statements.
- Other transactions with a Related Party – lower of Rs. 1,000 crore or 10% of the consolidated annual turnover of the Company as per its last audited financial statements Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years and updated accordingly.

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years and updated accordingly.

5) MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

a) Identification of related parties

MIL has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Identification of related party transactions

MIL has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. MIL has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company seeks external professional opinion, if necessary.

c) Procedure for approval of related party transactions

- **Approval of the Audit Committee**

All related party transactions and subsequent material modifications require prior approval of the Audit Committee.

- **Omnibus approval**

The Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:

a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;

b. The audit committee shall satisfy regarding the need for such omnibus approval and that such approval is in the interest of the listed entity;

c. The omnibus approval shall specify -

(i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,

(ii) the indicative base price / current contracted price and the formula for variation in the price if any (for ex: +/- 5%) and

(iii) such other conditions as the Audit Committee may deem fit.

However, in case of related party transactions which cannot be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rs. 15 crore per transaction;

d. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company pursuant to each of the omnibus approval given;

e. Such omnibus approval shall be valid for a period of one year and shall require fresh approvals after the expiry of one year. While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

i) Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;

- ii) Key terms (such as price and other commercial compensation contemplated under the arrangement) of the proposed transaction, including value and quantum;
- iii) Key covenants (non-commercial) as per the draft of the proposed agreement/contract to be entered into for such transaction;
- iv) Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;
- v) Benchmarking information that may have a bearing on the arm's length basis analysis, such as:
 - market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
 - third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;
 - management assessment of pricing terms and business justification for the proposed transaction;
 - comparative analysis, if any, of other such transaction entered into by the company

f. Audit Committee has defined "**material modifications**" as following:

Material Modifications of Related Party Transaction" in relation to the Company means and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

- **Approval of the Board of Directors of the Company**

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and at arm's length basis are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- a. Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- b. Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- c. Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval.
- d. Transactions meeting the materiality thresholds laid down Clause 4 of the Policy, which are intended to be placed before the shareholders for approval.

- **Approval of the Shareholders of the Company**

All the transactions with related parties meeting the materiality thresholds, laid down in Clause 4 of the Policy, are placed before the shareholders for approval.

For this purpose, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

Regulation 23(5) provides that the requirement for seeking shareholders' approval shall not be applicable to transactions between MIL and its wholly owned subsidiary/ies (if any) whose accounts are consolidated with the Company.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business and at arm's length basis: and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

6) DISCLOSURES

MIL shall disclose, in the Board's report, transactions prescribed in Section 188 of the Act with related parties, which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction. In addition to the above, MIL shall also provide details of all related party transactions meeting the materiality threshold (laid down in Clause 4 of the Policy above) on a quarterly basis to the stock exchanges.

The Company shall disclose the Policy on dealing with Related Party Transactions on its website, pursuant to Regulation 46(2) of SEBI Regulations, 2015.

7) RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection

with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

8) REVIEW OF THE POLICY

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

Sunil Kumar Gupta & Co.

CHARTERED ACCOUNTANTS

PAN No. : AAPFS4605Q

GST No. : 07AAPFS4605Q1ZH

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B-10, Magnum House-I,

Karam Pura Commercial Complex,

Shivaj Marg, New Delhi-110015

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

To,

The Board of Directors,

Manbro Industries Limited

(Formerly known as Unimode Overseas Limited)

C-18, Shivaji Park, Punjabi Bagh,

New Delhi-110026

Dear Sir,

Reference: Proposed Right Issue of Equity Shares of Manbro Industries Limited

We have examined the attached Restated Standalone Financial Statement of Manbro Industries Limited (hereunder referred to "the company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at December 31, 2023, March 31,2023, March 31,2022, and March 31,2021, the Restated Statement of Profit & Loss , the Restated Statement of Changes in Equity for the period ended December 31, 2023, March 31,2023, March 31,2022, and March 31,2021, the Restated Cash Flow Statement for the year ended December 31, 2023, March 31, 2023, March 31,2022, and March 31, 2021, the statement of Significant Accounting Policies and other explanatory information enclosed as Note 2 (Collectively the Restated Standalone Financial Statement) as approved by the Board of Directors in their meeting held on May 30th 2024 for the purpose of inclusion in the Draft Letter of Offer and the Letter of Offer (Collectively , the " Offer Documents ") in connection with its proposed Right Issue of Equity Shares , prepared by the Company in connection with its Right Issue of Equity Shares prepared in terms of the requirement of :-



1. Section 26 of part I of chapter III of the companies Act, 2013 as amended (the "Act");
2. The securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
3. The Guidance Note on Reports in Company Prospect uses (as amended) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Management of the company is responsible for the preparation of the Restated Standalone Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Delhi in connection with the proposed of Right Issue. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statement.

We have examined such Restated Standalone Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter with the proposed Right Issue of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Right Issue.

This Restated Standalone Financial Statement have been compiled by the management from:



- a) Audited financial statements of the company as at and for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021 prepared in accordance with the Indian accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.
- b) Audit of the Standalone Financial Statement of the Company for the year ended March 31, 2021 and March 31, 2022 have been prepared by the company in accordance with the generally accepted accounting policies and as approved by board of the company and Audited by M/s Sunil Kumar Gupta & Co. vide their Audit Report dated 30th June, 2021 and 26th May, 2022, respectively
- c) Audit of the Standalone Financial Statement of the Company for the year ended March 31, 2023 have been prepared by the Company in accordance with the generally accepted accounting policies and as approved by board of the Company and Audited by us vide our Audit Report dated 30th May, 2023.

For the purpose of our examination, we have relied on Auditors' Report issued by us dated 30th June, 2021 and 26th May, 2022 for the financial year ended 31st March 2021 and 31st March 2022 respectively.

Based on our examination and according to the information and explanation given to us, we report that the Restated Standalone Financial Statement

- a) Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;



- b) Do not contain any modification which requires adjustment.
- c) In accordance with the requirements of part I of Chapter III of Act including rules made there under. ICDR Regulations. Guidance Note and Engagement Letter.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the offer Document for the proposed of Right Issue.

Particulars	Note No
Restated Standalone Statement of Share Capital, Reserves and Surplus	9,10
Restated Standalone Statement of Long Term and Short-Term Borrowings/Statement	11
Restated Standalone Statement of Trade Payables	12
Restated Standalone Statement of Other Current Liabilities and Short-Term Provisions	13,14
Restated Standalone Statement of Non-Current Financial Assets	3
Restated Standalone Statement of Inventory	4
Restated Standalone Statement of Trade Receivables	5
Restated Standalone Statement of Cash Equivalents	6
Restated Standalone Statement of Other Current Financial Assets	7
Restated Standalone Statement of Other Current Assets	8
Restated Standalone Statement of Revenue	14
Restated Standalone Statement of Non-Operating Income	15
Restated Standalone Statement of cost of Material Consumed and purchases of Stock in Trade	16
Restated Standalone Statement of Change in Inventories	18
Restated Standalone Statement of Employee Benefits Expenses	19
Restated Standalone Statement of Finance Cost	20
Restated Standalone Statement of Other Expenses	21
Restated Standalone Statement of Earnings Per Share	22
Restated Standalone Statement of Tax	23
Restated Standalone Statement of Related Party Transaction	24
Restated Standalone Statement of Fair Values	26
Restated Standalone Statement of Capital Statement	27



Opinion

In our opinion and to the best of information and explanation provided to us, the Restated Standalone Financial Statement of the Company, along with significant accounting policies and notes to accounts are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. Sunil Kumar Gupta & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate with No. 014218 is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be constructed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstance occurring after the date of the report.

In our opinion, the above Standalone Financial Statements along with Note 1 to 28 of this report read with the respective Significant Accounting Policies and Notes to Accounts are prepared after regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.



Restriction on Use

Our report is Intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed Right issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing

**For Sunil Kumar Gupta & Co.,
Chartered Accountants
Firm Registration No. 003645N**



**Rahul Goyal
Partner**

M. No. 540880

UDIN.: 24540880BKEBAY6007

Date: 30.05.2024

Place: Delhi



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

RESTATED BALANCE SHEET AS AT 31.12.2023

(Amounts in thousand)

Particulars	Note	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
I. ASSETS					
1. Non Current Assets					
(a) Property, Plant and Equipment and Intangible assets		-	-	-	-
(i) Property, Plant and Equipment					
(ii) Intangible Assets					
(iii) Capital Work in Progress					
(iv) Intangible assets under development					
(b) Capital work in progress		-	-	-	-
(c) Financial Assets					
- Investments		-	-	-	-
- Other financial assets	3	-	-	-	182.50
(d) Deferred Tax Assets (net)		-	-	-	-
(e) Other Non-Current Assets		-	-	-	-
Total Non Current Assets (A)		-	-	-	182.50
2. Current Assets					
(a) Inventories	4	-	-	-	-
(h) Financial Assets					
- Trade Receivables	5	87,266.74	4,073.54	507.60	-
- Cash and Cash Equivalents	6	4,006.78	28.97	163.08	542.46
- Bank balances other than cash and cash equivalents		-	-	-	-
- Other Current Financial Assets	7	-	9.79	9.79	9.79
(c) Other Current Assets	8	1,382.14	0.43	54.91	33.87
Total Current Assets (B)		92,655.66	4,112.73	735.38	586.12
TOTAL ASSETS (A+ B)		92,655.66	4,112.73	735.38	768.62
II. EQUITY AND LIABILITIES					
1. Equity					
(a) Equity Share Capital	9	5,010.50	5,010.50	5,010.50	5,010.50
(b) Other Equity	10	(3,194.40)	(5,853.90)	(7,682.15)	(7,245.09)
Total Equity (A)		1,816.10	(843.40)	(2,671.65)	(2,234.59)
2. Non Current Liabilities					
(a) Financial Liabilities					
- Borrowings		-	-	-	-
(b) Provisions		-	-	-	-
(c) Deferred Tax Liabilities (net)		-	-	-	-
Total Non Current Liabilities (B)		-	-	-	-
3. Current Liabilities					
(a) Financial Liabilities					
- Borrowings	11	673.52	151.42	-	-
(b) Trade payables					
(i) Total, outstanding dues of micro enterprises and small enterprises; and					
(ii) Total outstanding dues of creditors others than micro enterprises and small enterprises.	12	88,952.44	655.19	-	-
- Other Financial Liabilities		-	-	-	-
(c) Other Current Liabilities	13	1,213.61	4,149.52	3,407.03	3,003.21
(c) Provisions		-	-	-	-
Total Current Liabilities (C)		90,839.57	4,956.13	3,407.03	3,003.21
TOTAL EQUITY AND LIABILITIES (A+B+C)		92,655.66	4,112.73	735.38	768.62

The accompanying notes are integral part of the financial statements

As per our report of even date

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

CA Rahul Goyal
Partner
Membership No: 540880

Place: New Delhi
Date: 30.05.2024

UDIN: 24540880 BKEBAY6007



For and on behalf of Board of Directors
Manbro Industries Limited

RAJIV GUPTA
Managing Director
DIN:01236018

KANHIYA GUPTA
Director
DIN: 07262275

HALDHER GUPTA
Director
DIN: 08168505

NALINI GUPTA
C.F.O

BHUWAN SINGH TARAGI
Company Secretary

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

STATEMENT OF RESTATED PROFIT AND LOSS FOR THE PERIOD ENDED 31.12.2023

		(Amounts in thousand)			
Particulars	Note	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
I Revenue from operations	14	1,93,311.47	3,879.51	-	-
II Other Income	15	37.19	44.43	496.28	889.08
III Total Income (I+II)		1,93,348.66	3,923.94	496.28	889.08
IV Expenses					
a) Cost of Material Consumed	16	275.00	-	-	-
b) Purchase of Stock-in-trade	17	1,87,430.65	623.99	-	-
b) Changes in inventories of finished goods, Work in progress and stock in trade	18	-	-	-	-
c) Employee benefits expense	19	1,289.60	416.00	300.00	360.00
d) Finance costs	20	-	-	-	-
e) Depreciation and amortization expense		-	-	-	-
f) Other Expenses	21	1,693.91	1,055.70	633.34	647.36
Total Expenses (IV)		1,90,689.16	2,095.69	933.34	1,007.36
V Profit/(Loss) before exceptional items and tax		2,659.49	1,828.25	(437.06)	(118.28)
VI Exceptional Items		-	-	-	-
VII Profit/(Loss) before tax		2,659.49	1,828.25	(437.06)	(118.28)
VIII Tax Expense:					
a) Current Tax		-	-	-	-
b) Adjustment of tax relating to earlier periods		-	-	-	-
c) Deferred Tax		-	-	-	-
d) Mat Credit Entitlement		-	-	-	-
Total tax expenses (VIII)		-	-	-	-
IX Profit/(Loss) for the period		2,659.49	1,828.25	(437.06)	(118.28)
X Other comprehensive income					
Items that will not to be reclassified to profit or loss		-	-	-	-
Re-measurement (gains)/ losses on defined benefit plans		-	-	-	-
XI Total comprehensive loss for the period (IX + X)		2,659.49	1,828.25	(437.06)	(118.28)
Earnings per equity share(Nominal value of Rs. 10/- per share)					
Basic	22	5.31	3.65	(0.87)	(0.24)
Diluted	22	5.31	3.65	(0.87)	(0.24)

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

As per our report of even date

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

Rahul
CA Rahul Goyal
Partner
Membership No: 540880



Place: New Delhi
Date: 30.05.2024
UDIN:

24540880BKEBAY107

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

RAJIV GUPTA
Managing Director
DIN: 01235018

KANHIYA GUPTA
Director
DIN: 07268275

HALDHER GUPTA
Director
DIN: 08168505

NALINI GUPTA
C.F.O

BHUWAN SINGH TARAGI
Company Secretary

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED DECEMBER 31, 2023

(Amounts in thousand)

Particulars	For the period ended Dec 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax as per statement of Profit & Loss	2,659.49	1,828.25	(437.06)	(118.28)
Adjustments for:				
- Depreciation and amortisation expense	-	-	-	-
- Retained earning Ind As	-	-	-	-
- Commission Income	-	-	-	-
- Interest Income	-	-	-	-
- Finance costs	-	-	-	-
Operating profit before working capital changes	2,659.49	1,828.25	(437.06)	(118.28)
Adjustments for:				
Increase/(Decrease) in Trade Payables	88,297.25	655.19	-	-
Increase/(Decrease) in Other Current Liabilities	(2,935.91)	742.49	403.82	405.32
Increase/(Decrease) in Other Financial Liabilities	-	-	-	-
Increase/(Decrease) in Provisions	-	-	-	-
Increase/(Decrease) in Short Term Provisions	-	-	-	-
(Increase) / Decrease in Trade Receivables	(83,193.20)	(3,565.94)	(507.60)	-
(Increase) / Decrease in Other Financial Assets	-	-	182.50	-
(Increase) / Decrease in Other Current Financial Assets	9.79	-	-	-
(Increase) / Decrease in other Non Current Assets	-	-	-	-
Increase / (Decrease) in Inventories	-	-	-	-
(Increase) / Decrease in Short Term Advances	-	-	-	-
(Increase) / Decrease in Other Current Assets	(1,381.71)	54.48	(21.04)	61.94
Cash generated from operations	3,455.71	(285.53)	(379.38)	348.98
Taxes paid	-	-	-	-
Net Cash from Operating Activities	3,455.71	(285.53)	(379.38)	348.98
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment	-	-	-	-
Sale of Property, Plant & Equipment	-	-	-	-
Commission Income	-	-	-	-
Interest Income	-	-	-	-
Movement n Loan & Advances	-	-	-	-
Net Cash used in Investing Activities	-	-	-	-
C CASH FLOW FROM FINANCING ACTIVITIES				
Movement in Long term loans (Net)	-	-	-	-
Movement in Short term loans	522.10	151.42	-	-
Decrease in Reserve & Surplus	-	-	-	-
Increase in Share Capital & premium	-	-	-	-
Interest Paid	-	-	-	-
Net Cash from Financing Activities	522.10	151.42	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents	3,977.81	(134.11)	(379.38)	348.98
Cash and Cash Equivalents at the beginning of the year	28.97	163.08	542.46	193.48
Cash and Cash Equivalents at the end of the year	4,006.78	28.97	163.08	542.46

Notes:

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

As per our report of even date

For Sunil Kumar Gupta & Co.
Chartered Accountants

Firm Registration number: 003645N

CA Rahul Goyal
Partner

Membership No: 540880

Place: New Delhi
Date: 30.05.2024

UDIN:

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

RAJIV GUPTA
Managing Director
DIN: 01236018KANHIVA GUPTA
Director
DIN: 07262275HALDHER GUPTA
Director
DIN: 08168505Nalini
NALINI GUPTA
C.F.OBHUWAN SINGH TARAGI
Company Secretary

24540880 BKEBAY6007

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

Note No. 1: Notes To The Financial Statement

1 GENERAL INFORMATION

Manbro Industries Limited (" the Company ") a public company domiciled in India was incorporated on 24.04.1992 .

Note No. 2 : SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

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

The financial statements are based on the classification provisions contained in Ind-AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013 along with the other notes required to be disclosed under the notified Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit & Loss as prescribed in the schedule III to the Act, are presented by way of notes forming parts of accounts along with the other notes required to be disclosed under the notified Indian Accounting Standards and the Equity Listing Agreement. Amounts in the financial statement are presented in Indian rupees in Thousands.

2.3 Summary of Significant Accounting Policies

2.3.1 Current versus non - current classification

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

2.3.2 Cash and cash equivalents

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

Cash flow statement

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

2.3.3 Financial Assets

Financial assets at amortised cost

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

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

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

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

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

Financial liabilities

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

2.3.4 Property, Plant and Equipment ('PPE')



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of Property, Plant and Equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset as appropriate. Depreciation on PPE is computed using the straightline method over the estimated useful lives. Depreciation is provided as per useful life of the assets as prescribed in schedule II of the Companies Act. The Company has established the estimated range of useful lives of different categories of PPE as follows:

Factory Building: 30 Years
Plant & Machinery: 15 Years
Computers: 3 Years
Office Equipments and AC: 5 Years
Furniture and Fixtures: 10 Years
Motor Vehicles: 8 Years

The useful lives, residual values and depreciation method of PPE are reviewed and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effects of any change in the estimated useful lives, residual values and/ or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life.

2.3.5 Intangible Assets

Identifiable intangible assets are generally recognised when the Company controls the asset and it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably. The intangible assets are initially recognised at cost. Assets having finite useful life are carried at cost less accumulated amortisation and impairment losses, if any

2.3.6 Impairment

Financial assets (other than at fair value)

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

PPE and intangibles assets

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

2.3.7 Inventories

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

2.3.8 Revenue recognition

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

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

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

Sale of goods

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

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest Income

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

Dividend

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

Insurance claims

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

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating Lease:

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis

Finance Lease:

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the

2.3.9 Employee benefit expenses

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

(i) Post-employment benefit plans

Defined Contribution plans

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

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

Defined benefit plans

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

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

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

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

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

Short term employee benefit

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

2.3.10 Foreign currency translation

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

2.3.11 Borrowing cost

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

2.3.12 Income tax

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

Current tax

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

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

Deferred tax

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

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

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

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

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

2.3.13 Accounting of provisions, contingent liabilities and contingent assets

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

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31.12.2023

2.3.14 Earnings per share (EPS)

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

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

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

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

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

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

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

2.3.21 Following Ratios to be disclosed:-

Ratio	Formulae
(a) Current Ratio,	Current Assets/ Current Liabilities
(b) Debt-Equity Ratio	Total Debt /Total Equity
(c) Debt Service Coverage Ratio	Earnings before Interest and Tax / Interest Expense+Principle Repayment Made during the Period for long term Loans
(d) Return on Equity Ratio	Net Profit after Tax / Total Shareholder Equity
(e) Inventory turnover ratio	Cost of Goods sold / Average Inventories of Process and Stock
(f) Trade Receivables turnover ratio	Value of sales & services / Average Trade Receivable
(g) Trade payables turnover ratio,	Net Credit Purchases / Average Accounts Payable
(h) Net capital turnover ratio,	Total Sales/ Average Working Capital
(i) Net profit ratio,	Net Profit after Tax / Value of Sales & Services
(j) Return on Capital employed,	Earnings before Interest and Tax / Capital Employed
(k) Return on investment.	Net Income /Cost Investment



Statement of Changes in Equity

A. Equity Share Capital

(Amounts in thousand)

(1) Current reporting period (ENDED AS ON 31.12.2023)

	Changes in Equity Share Capital due to prior period	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance at the beginning of the current reporting period	5010.5	Nil	Nil	5010.5

(2) Previous reporting period (FY 2022-23)

	Changes in Equity Share Capital due to prior period	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance at the beginning of the current reporting period	5010.5	Nil	Nil	5010.5

(2) Previous reporting period (FY 2021-22)

	Changes in Equity Share Capital due to prior period	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance at the beginning of the previous reporting period	5010.5	Nil	Nil	5010.5

B. Other Equity

(1) Current reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings (31.3.2023)	Retained Earnings (31.12.2023)	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements	Money received against share warrants	Total (31.3.2023)	Total (31.12.2023)
Balance at the beginning of the current reporting period	Nil	Nil	Nil	Nil	Nil	(7682.15)	(5853.90)	Nil	Nil	Nil	Nil	Nil	(7682.15)	(5853.90)
Changes in accounting policy/prior period errors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Restated balance at the beginning of the previous reporting period	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Comprehensive Income for the current year	Nil	Nil	Nil	Nil	Nil	1828.25	2659.49	Nil	Nil	Nil	Nil	Nil	1828.25	2659.49
Dividends	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Transfer to Retained Earnings	Nil	Nil	Nil	Nil	Nil	1828.25	2659.49	Nil	Nil	Nil	Nil	Nil	1828.25	2659.49

Any other Change (To be Specified)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Balance at the end of the current reporting period	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	(5853.90)	(3194.40)	NIL	NIL	NIL	NIL	NIL	(5853.90)	(3194.40)

(2) Previous reporting period																
	Share application money pending financial allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings (31.03.2022)	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements	Money received against share warrants	Total
Balance at the beginning of the previous reporting period			NIL	NIL	NIL	(7245.09)					NIL	NIL	NIL	NIL	NIL	(7245.09)
Changes in accounting policy/prior period errors			NIL	NIL	NIL	NIL					NIL	NIL	NIL	NIL	NIL	NIL
Restated balance at the beginning of the previous reporting period			NIL	NIL	NIL	NIL					NIL	NIL	NIL	NIL	NIL	NIL
Total Comprehensive Income for the current year			NIL	NIL	NIL	(437.06)					NIL	NIL	NIL	NIL	NIL	(437.06)
Dividends			NIL	NIL	NIL	NIL					NIL	NIL	NIL	NIL	NIL	NIL
Transfer to Retained Earnings			NIL	NIL	NIL	(437.06)					NIL	NIL	NIL	NIL	NIL	(437.06)
Any other Change (To be Specified)			NIL	NIL	NIL	NIL					NIL	NIL	NIL	NIL	NIL	NIL
Balance at the end of the current reporting period			NIL	NIL	NIL	(7682.15)					NIL	NIL	NIL	NIL	NIL	(7682.15)



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Note 5: Trade Receivables Ageing Schedule

(Amounts in thousands)

Particulars	Outstanding for following periods from due date of payment														Total
	Less than 6 months		6 months - 1 Year		1-2 Year		2-3 Year		More than 3 Year		As on 31.12.2023		As on 31.03.2023		
	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	As on 31.12.2023	As on 31.03.2023	
(i) Undisputed Trade receivables – considered good	87267	4073.542	507.6	0	0	0	0	0	0	0	87266.74254	0	0	4073.542	507.6
(ii) Undisputed Trade Receivables – which have significant increase in credit risk			0	0	0	0	0	0	0	0		0	0	0	0
(iii) Undisputed Trade Receivables – credit impaired			0	0				0	0	0		0	0	0	0
(iv) Disputed Trade Receivables- considered good			0	0	0	0		0	0	0		0	0	0	0
(v) Disputed Trade Receivables – which have significant increase in credit risk			0	0	0	0		0	0	0		0	0	0	0
(vi) Disputed Trade Receivables – credit impaired			0	0				0	0	0		0	0	0	0



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)
CIN NO. L51909DL1992PLC048444
Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026
NOTES TO THE RESTATED FINANCIAL STATEMENT OF THE PERIOD ENDED 31.12.2023
Trade Payable Ageing Schedule

NOTE-12

Particulars	Outstanding for following periods from due date of payment					(Amounts in thousand)	
	Less than 1 year		2-3 years		More than 3 years		Total
	31.12.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.12.2023	
(i)MSME	-	-	-	-	-	-	-
(ii)Others	88,952.44	655.19	-	-	-	88,952.44	655.19
(iii) Disputed dues —MSME	-	-	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-	-	-
TOTAL	88,952.44	655.19	-	-	-	88,952.44	655.19



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Financial assets

(Amounts in thousand)

3 Other financial Assets

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Delhi Stock Exchange (Refundable)	-	-	-	182.5
Total	-	-	-	182.5

4 Inventories

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Stock in Trade	-	-	-	-
Total	-	-	-	-

6 Cash and Cash Equivalents

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Balances with banks				
- in ICICI Bank	23.86	25.16	105.44	105.44
- in Kotak Mahindra Bank	3,625.63		54.00	424.47
- in HDFC Bank	357.29	3.81	3.64	12.55
Cash in Hand				
Total	4006.78119	28.97	163.08	542.46



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATE FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

7 Other Current Financial Assets

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Mat Credit Entitlement	-	9.79	9.79	9.79
Total	-	9.79	9.79	9.79

8 Other Current Assets

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Unsecured, Considered good				
GST Credit		-	4.41	13.25
TDS Receivable	152.90	-	47.00	20.63
Other Assets	905.80	0.43	3.50	-
Advances	323.45	-	-	-
Total	1,382.14	0.43	54.91	33.87

9 Equity Share Capital

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Authorised 52,50,000 (PY 52,50,000) Equity shares of Rs.10/- each	52500	52500	52500	52500
Issued, subscribed and fully paid-up 5,01,050 (PY 5,01,050) Equity shares of Rs.10/- each	5010.5	5010.5	5010.5	5010.5
Total	5010.5	5010.5	5010.5	5010.5

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Particulars	No of shares	Amount
Equity Shares		
At April 2021		
Add: Issued during the period	5,01,050	5,010.50
Less: Reduction during the year	-	-
	5,01,050	5,010.50
At April 2022		
Add: Issued during the period	-	-
Less: Reduction during the year	-	-
	5,01,050	5,010.50
At March 31, 2023		
Add: Issued during the period	-	-
Less: Reduction during the year	-	-
	5,01,050	5,010.50

(b) Term/right attached to equity shares:

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

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

(c) Shareholders holdings more than 5% Share Capital

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

Particulars	As At Dec 31, 2023	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021	As At March 31, 2021
	Shares	% of holding	Shares	% of holding	Shares	% of holding	% of holding
Ashish Goel	-	0.00%	-	0.00%	43,315	43,315	8.64%
Vikas Munjal*	-	0.00%	45,422	9.07%	45,822	45,822	9.15%
Halder Gupta	37,700	7.52%	37,700	7.52%	-	-	0.00%
Rajiv Gupta	50,020	9.98%	50,020	9.98%	-	-	0.00%
Kanhiya Gupta*	45,822	9.15%	-	-	-	-	-

(d) Disclosure of equity shares held by Promoter



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Promoter Name	Share held by promoters as on 31.12.2023		Share held by promoters as on 31.03.2023		Share held by promoters as on 31.03.2022		% change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares	
Ashish Goel	-	-	-	-	43,315	8.64	(100)
Madhu Goyal	-	-	-	-	24,370	4.86	(100)
Satish Kumar Gupta	-	-	-	-	20,015	3.99	(100)
Vikas Munjal*	-	-	45,422	9.07	45,822	9.15	(0.87)
Haider Gupta	37,700	7.52	37,700	7.52	-	-	100
Rajiv Gupta	50,020	9.98	50,020	9.98	-	-	100
Kanhiya Gupta*	45,822	9.15	400	0.08	-	-	100
Total:	1,33,542	26.65	1,33,542	26.65	1,33,522	26.65	Nil

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

10 Other Equity

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
(A) Retained Earnings				
Opening balance	(5,853.90)	(7,682.15)	(7,245.09)	(7,126.81)
Net Profit / (loss) for the year	2,659.49	1,828.25	(437.06)	(118.28)
Less: Adjustment	-	-	-	-
Add: Capital Reduction during the year	-	-	-	-
Closing balance(A)	(3,194.40)	(5,853.90)	(7,682.15)	(7,245.09)
(B) Securities Premium				
Opening Balance	-	-	-	-
Securities Premium during the year	-	-	-	-
Closing balance (B)	-	-	-	-
Total	(3,194.40)	(5,853.90)	(7,682.15)	(7,245.09)

11 Financial Liabilities - Borrowings

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Unsecured Borrowings from Directors				
Unsecured Loan	673.518	151.415	0	0
Total	673.518	151.415	0	0

13 Other Current Liabilities



MANBRO INDUSTRIES LIMITED (FO

CIN NO. L51909DL1992PLC048444
C-155-20-C-18 Shivaji Park Punjabi Bagh New Delhi 110026

Regd office: C-18 Silvaji Park (unjab) Bagn. Regd.
NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Provisions	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021
Particulars				

Provision for Income Tax



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE
OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

(Amounts in thousand)

14 Revenue from Operations

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Sale of Goods	7,036.32			
Export Sales	1,86,275.15	3,879.51		
Domestic Sales	1,93,311.47	3,879.51		

15 Other Income

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Miscellaneous Income	37.19	42.55	5.04	335.45
Interest on Income Tax Refund		1.88	1.24	3.63
Other Operational Income			490.00	550.00
Total	37.19	44.43	496.28	889.08

16 Cost of Material Consumed

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Freight	275.00			
Total	275.00			

17 Purchases of stock in trade

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Purchases				
Purchases of Goods	1,87,430.65	623.99		
Total	1,87,430.65	623.99		



18 Changes in inventories of finished goods, Work in progress and stock in trade

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE

OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
1. Opening inventories Stock in Trade	-	-	-	-
2. Closing inventories Stock in Trade	-	-	-	-

19 Employee Benefits Expense

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Salaries and Incentive	1,289.60	416.00	300.00	360.00
Total	1,289.60	416.00	300.00	360.00

20 Finance Cost

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Total	-	-	-	-



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE
OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

21 Other expenses

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Advertisement expenses	15.96	20.40	20.40	20.88
Freight	378.96	-	-	-
Audit fees	-	35.00	35.00	33.04
AGM & EGM Expenses	33.27	35.54	55.06	38.25
Bank Balance W/off	-	105.44	-	-
Bank Charges	1.33	0.28	0.63	1.21
Board Meeting Expenses	-	-	1.10	6.15
Conveyance expenses	-	1.55	1.10	1.43
Depository Expenses	19.17	32.00	31.00	40.94
Interest on TDS	0.87	0.16	-	-
Listing fee	325.00	300.00	300.00	300.00
Postage and courier	38.48	1.40	1.86	6.51
Website Maintenance expenses	9.00	11.45	7.45	7.00
Legal & Professional Fees	622.75	88.00	43.00	53.88
Printing & Stationary Expenses	-	5.63	9.75	18.55
Rent	180.00	60.00	60.00	60.00
Miscellaneous Expenses	16.62	12.83	11.98	6.39
Maintenance Charges	-	-	46.42	44.58
Penalty on Legal Compliances/ROC/TDS	33.31	6.00	2.00	3.66
ROC Expenses	16.19	75.01	6.60	4.90
RTA Fees	3.00	15.00	-	-
Software Exp.	-	150.00	-	-
SEBI Fee	-	100.00	-	-
Tender Office Charges	-	-	-	-
Total	1,693.91	1,055.70	633.34	647.36

22 Earnings per share (EPS)



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE
OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

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

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

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

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Net Profit after tax attributable to equity holders				
	2,659.49	1,828.25	(437.06)	(118.28)
	2,659.49	1,828.25	(437.06)	(118.28)
Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS	501.05	501.05	501.05	501.05
Face value of Equity Share (INR)	10	10.00	10.00	10.00
Basic and Diluted	5.31	3.65	(0.87)	(0.24)



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

23 Current Tax and Deferred Tax

Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Current Tax:				
Current income tax:	-	-	-	-
Adjustments in respect of current income tax of previous period	-	-	-	-
Deferred Tax:				
Relating to origination and reversal of temporary differences	-	-	-	-
Total	-	-	-	-
Income Tax on Other Comprehensive Income				
Particulars	For the period ended Dec 31, 2023	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
Net loss/(gain) on remeasurements of defined benefit plans	-	-	-	-
Total	-	-	-	-

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

24 Related party transactions

A) List of Related Parties
Entity where significant influence is exercised by KMP and/or relatives

Name of Related Parties

Bioivrid Labs Pharmaceuticals Pvt Ltd
Manbro Polymers Limited

Key management personnel (KMP)

Name of Related Parties

Mr. Halder Gupta
Mr. Kanhaiya Gupta
Mr. Rajiv Gupta
Mr. CS Bhuvan Singh
Mr. Nalini
Mrs. Lalita
Mr. Sohan Singh Dhakad

Nature of Relationship

Director
Director
Director
Company Secretary
Chief Financial Officer
Former Company Secretary
Former Company Secretary



B) Transaction with Related Parties

Nature of Transaction	Related Party	Transaction Value during the period ended Dec 31, 2023	Balance as on December 31, 2023	Balance as on March 31, 2023	Balance as on March 31, 2022	Balance as on March 31, 2021
Purchases	Biovid Labs Pharmaceuticals Pvt Ltd	1,14,619.29	59,250.76	-	-	-
	Manbro Polymers Limited	66,700.47	23,335.26	-	-	-
Loans Taken	Mr. Halder Gupta	1,100.00	-	-	-	-
	Mr. Kamhaiya Gupta	1,673.52	673.52	-	-	-
Advances Made	Mr. Rajiv Gupta	2,000.00	300.00	-	-	-
Reimbursement Expenses	Mr. Halder Gupta	21.51	6.60	151.42	-	-
	Mr. CS Bhuwan Singh	165.00	55.00	-	-	-
	Mr. Nalini	360.00	40.00	-	-	-
Remuneration Payable	Mrs. Lalita	-	-	-	-	180.00
	Mr. Sohan Singh Dhakad	-	-	-	300.00	180.00

25 Following Ratios to be disclosed:-

Ratio	Numerator	Denominator	For the period ended Dec 31, 2023	For the Year ended March 31, 2023 (A)	For the Year ended March 31, 2022 (B)	Variance of Ratio A and B (+/-)	Explanation of Variance more than 25%
(a) Current Ratio,	Current Assets	Current Liabilities	1.0200	0.8298	0.2158	-284.46%	Current Assets are increased during the year
(b) Debt-Equity Ratio	Total Long Term Debt	Total Shareholder's Equity	NA	NA	NA	NA	NA
(c) Debt Service Coverage Ratio	Earnings available for debt service before Interest and Tax (EBIT)	Debt Service Requirement (Interest Expense + Principal Repayment) during the year	NA	NA	NA	NA	NA
(d) Return on Equity Ratio	Net Profit after Tax (Minus dividend to preference shareholders, if any)	Total Shareholder's Equity	146.44%	-216.77%	16.36%	1425.07%	The company has increased efforts for growth
(e) Inventory turnover ratio	Cost of Goods sold/sales	Average Inventories of Process and Stock in trade	NA	NA	NA	NA	NA
(f) Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	4.2328	1.6937	0.0000	100%	No Sales in the the previous year
(g) Trade payables turnover ratio,	Net Credit Purchases	Average Accounts Payable	4.1834	1.9048	0.00%	100%	No Purchase and Creditors in the last year
(h) Net capital turnover ratio,	Total Net Sales	Average Working Capital	39747.50%	-220.74%	0.00%	100%	The company has negative Working Capital
(i) Net profit ratio,	Net Profit after Tax	Total of Net Sales and Services	1.36%	47.13%	0.00%	100%	The company has increased efforts for growth
(j) Return on Capital employed,	Earnings before Interest and Tax (EBIT)	Capital Employed (Debt+Equity)	2.87%	44.45%	-59.43%	174.80%	The company has increased efforts for growth
(k) Return on investment.	Net Income from Investments	Total Investments	NA	NA	NA	NA	NA



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

26 Fair values

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

Assets and liabilities carried at amortised cost

Particulars	Carrying Value		Fair Value	
	As At Dec 31, 2023	As At March 31, 2023	As At Dec 31, 2023	As At March 31, 2023
Financial assets				
Other financial assets				
Trade Receivables	87,266.74	4,073.54	87,266.74	4,073.54
Cash and cash equivalents	4,006.78	28.97	4,006.78	28.97
Other current financial assets	-	9.79	-	9.79
Total	91,273.52	4,112.30	91,273.52	4,112.30
Financial liabilities				
Borrowings	673.52	151.42	673.52	151.42
Trade Payables	88,952.44	655.19	88,952.44	655.19
Other Financial Liabilities	-	-	-	-
Total	89,625.96	806.61	89,625.96	806.61

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

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

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

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

27 Capital Management

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

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



MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN NO. L51909DL1992PLC048444

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

NOTES TO THE RESTATED FINANCIAL STATEMENT FOR THE PERIOD ENDED 31.12.2023

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

Particulars	As At Dec 31, 2023	As At March 31, 2023	As At March 31, 2022
Debt	0.00	0.00	0.00
Less: cash and cash equivalents	4,006.78	28.97	163.08
Net Debt (A)	-4,006.78	-28.97	-163.08
Equity (B)	5,010.50	5,010.50	5,010.50
Gearing ratio (A/B)	-80%	-1%	-3%

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

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

Rahul

CA Rahul Goyal

Partner

Membership No: 540880

Place: New Delhi

Date: 30.05.2024

UDIN: 24540880BKEBA4607



For and on behalf of Board of Directors
Unimode Overseas Limited

Kanhiya Gupta
KANHIYA GUPTA
Director
DIN: 07262275

Halder Gupta
HALDHER GUPTA
Director
DIN: 08168505

Sunil Kumar Gupta
SUNIL KUMAR GUPTA
C.F.O.

Bhuvan Singh Taragi
BHUVAN SINGH TARAGI
Company Secretary