

MANBRO INDUSTRIES LIMITED
(Formerly known as Unimode Overseas Limited)

Dated: 25.09.2024

To,

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

BSE Scrip Code: 512295 and Scrip ID: MANBRO

Sub: Proceeding of the 32nd Annual General Meeting (AGM) held on September 25th, 2024

Dear Sir,

Further to our letter dated August 28th, 2024 in respect of the Notice of 32nd Annual General Meeting of M/s Manbro Industries Limited, held on Wednesday, 25th September, 2024 at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026 at 12:30 P.M through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

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

The voting results in the format prescribed under Regulation 44 of Listing Regulations and the Scrutinizer's combined report on remote e-voting and electronic voting during the AGM, pursuant to Section 108 of the Companies Act, 2013 and the rules thereunder will be submitted within the prescribed regulatory timelines.

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


We request you to take the above on your records.

Thanking you,

Yours sincerely,

FOR MANBRO INDUSTRIES LIMITED

For MANBRO INDUSTRIES LTD


Rajiv Gupta
Managing Director
DIN:01236018

Encl: A/a

MANBRO INDUSTRIES LIMITED
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Annexure-1

Summary of Proceeding of the 32nd (Thirty-two) Annual General Meeting

The 32nd Annual General Meeting ("AGM or the Meeting ") of the shareholders of the **Manbro Industries Limited** ("the Company") was held on Wednesday, September 25, 2024 at 12:30 p.m. at C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Mr. Bhuwan Singh Taragi, Company Secretary and Compliance Officer, welcomed the Members to the AGM and briefed them on details relating to their participation at the Meeting through audio-visual means.

All the Directors of the Company and Key Managerial Person were present at the Meeting except Ms. Shirya, Independent director, through VC from their respective locations. Mr. Rahul Goyal, Partner of Sunil Kumar Gupta & Co., statutory auditor of the Company and Ms. Divya Rani, Secretarial Auditor of the Company were also present at the Meeting through VC from their respective locations.

The requisite quorum was being present and AGM was called to order.

Mr. Rajiv Gupta, Managing Director of the company, gave introductory address and welcomed the Members attending the meeting and expressed sincere gratitude to all the Members for their support and for reposing confidence in the Company. Thereafter, he proposed the name of Mr. Rajesh Kumar Raina, non-executive director of the company as chairman of the meeting and all other directors seconded the same.

Mr. Rajesh Kumar Raina chaired the meeting and welcomed the members to the AGM and made remarks with respect to growth outlook, the operation, financial performance of the company

While welcoming the Members, the Chairman mentioned that the AGM of the Company was being held through VC/OAVM in compliance with the provisions of the Act, applicable MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He further mentioned that the Company had undertaken all measures feasible steps to enable members to participate and vote on items being considered at the AGM.

The Chairman informed the members that the Notice of AGM, the board report, the statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2024, have been sent to the members of the Company at their registered email address, within prescribed timelines and were taken as read with consent of members. It was informed to the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or other remarks.

The Company Secretary informed the members that the Statutory registers/ records and other applicable documents were available for inspection by the members at the registered office of the company.

MANBRO INDUSTRIES LIMITED

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The Company Secretary informed that the meeting was held through video conferencing and other audio video means, the resolution mentioned in the notice convening this AGM had already been put to vote through remote e-voting and also voting facility during this AGM proceedings. Hence, there was no proposing and seconding of the resolutions

Subsequently, the Company Secretary opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The questions raised by the members were duly answered by the Chairman.

The Company Secretary informed the Members that pursuant to the provisions of the Act read with the relevant rules made thereunder and Listing Regulations, the Company had provided an opportunity to all its Members to exercise their voting rights through remote e-voting i.e. electronic voting from a place other than the venue of the AGM, for the business items specified in the Notice of the AGM. The remote e-voting period begins on 22nd September, 2024 at 09:00 A.M. and ends on 24th September, 2024 at 05:00 P.M.

The Board of Directors had appointed CS Anita Aswal (M. No.37019), Company Secretary in Practice, as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The following items of business were transacted through remote e-voting and voting during the AGM:

➤ ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Haldher Gupta (DIN: 08168505), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Umesh Amita & Co. (FRN: 007238C) as statutory auditor of the Company.

SPECIAL BUSINESS

4. Regularization of appointment of Mr. Pankaj Kumar (DIN: 01389386) as Independent Director.
5. Ratification of Material related party transactions entered by the Company on arm's length prices during the financial year 2023-24.
6. Approval of Material related party transaction with Biovivid Labs Pharmaceuticals Private Limited for FY 2024-25.
7. Approval of Material related party transaction with Manbro Polymers Limited for FY 2024-25.

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CIN No: L47211DL1992PLC048444| Contact: 8447976925

MANBRO INDUSTRIES LIMITED
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8. Approval of Increase in authorised share capital of the company and subsequent alteration of the capital clause of the memorandum of association.

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

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

11. Ratification of approval of the Certificate Certifying compliance with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of the Company's name from "Unimode Overseas Limited" to "Manbro Industries Limited" which was taken on 11.08.2023.

All the Resolutions were Ordinary Resolutions, to be passed with simple majority except the Resolution at serial no. 9, and 10 and 11 which was required to be passed with special majority.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote(s).

All the Resolutions have been passed with requisite majority.

The Meeting Concluded at 1.19 p.m. with a Vote of Thanks of the chair.

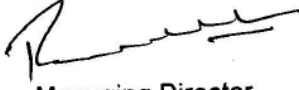
The voting results (remote e-voting and voting during the AGM) would be announced not later than two working days from the conclusion of the AGM to the Stock Exchanges as well as disseminated on the website of the Company with the Scrutinizer's Report

This is for your information and records.

Thanking You,

FOR MANBRO INDUSTRIES LIMITED

For MANBRO INDUSTRIES LTD.

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