

Notice

Notice is hereby given that the 31st Annual General Meeting of **UNIMODE OVERSEAS LIMITED** will be held on Tuesday, 05th September, 2023 at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026, at 12:30 P.M, to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashish Kumar Garg (DIN:00317457), who retires by rotation and being eligible offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactments thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the "Act") Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Company be and hereby accorded to appoint **Mr. Rajiv Gupta (DIN: 01236018)**, who has signified his consent to be appointed as an Chief Executive Officer of the Company, to hold the office for a period of 5 (Five) years effective from date of this AGM, on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Rajiv Gupta (DIN: 01236018), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. Rajiv Gupta.

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

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

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

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

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

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

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

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

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

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

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

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

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

11. Change in name of the Company

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

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

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

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

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

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

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

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

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

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

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

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

**For & on order of the Board of Directors
M/s Unimode Overseas Limited**

Sd/-

**Bhuwan Singh Taragi
Company Secretary
ACS 62693**

Registered Office:

C-18 Shivaji Park, Punjabi Bagh,
New Delhi, 110026
CIN: L51909DL1992PLC048444

Place: New Delhi
Date: 11.08.2023

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013("the Act"), in respect to the Special business under item no 3, 4 & 5 set above and the details are required under Regulation 36 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations') entered with the Stock Exchange and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at this Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, August 29, 2023 to Tuesday, September 05, 2023 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. **Members are requested to notify any change in their address:**
 - (i) **to the Registrar & Share Transfer Agent of the company- M/s Beetal Financial and Computer Services Private Limited, Beetal House, III Floor, Madangir, New Delhi-110062 in respect of the Physical Shares, if any, quoting their Folio Number, and**
 - (ii) **to their Depository Participant in respect of the Shares held in Dematerialized form.**
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit, the Registrar & share Transfer Agent of the Company, the prescribed form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
10. **Electronic copy of the Annual Report** for 2022-23 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard

copy of the same. For members who have not registered their email address, are requested to please register your respective mail address with the registered transfer agent.

11. **Electronic copy of the Notice of the 31stAnnual General Meeting of the Company** inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, are requested to please register your respective mail address with the registered transfer agent.
12. Voting Option:

Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

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

The remote e-voting period begins on 02nd September, 2023 at 09:00 A.M. and ends on 04th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29th August, 2023.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for

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

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

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

P[Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to companies@globaljurix.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

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

Please note the following:

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.29thAugust 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or unimodeoverseaslimited@gmail.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. **Ms.Divya Rani, Practicing Company Secretary** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.unimodeoverseas.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.unimodeoverseas.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

14. Mr. Ashish Kumar Garg (DIN: 00317457) director is eligible for retire by rotation pursuant to section 152(6) of the Companies Act, 2013.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: unimodeoverseaslimited@gmail.com.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 10:00 Hrs. to 15:00 Hrs. up to the date of Annual General Meeting and also at the venue of Meeting.

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

The Following Explanatory Statement sets out all the material facts relating to the item No 3 to 13 of the accompanying Notice.

In respect of item No. 3

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

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

The Board recommends the resolution set forth in item no.3 for the approval of the members.

The Company has also received: -

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

A copy of the draft letter for the appointment of Mr. Rajiv Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Rajiv Gupta
DIN	01236018
Father's Name	Mr. Rajinder Gupta Kumar
Date of Birth	23/01/1971
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	1 (MANBROPOLYMERSLIMITED)
Committees positions held in other companies	NIL
Shareholding in Companies	50,020/- Equity Shares & 9.95%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 4

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

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

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

The Company has also received: -

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

A copy of the draft letter for the appointment of Mr. Haldher Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Haldher Gupta
DIN	08168505
Father's Name	Mr. RAJIV GUPTA

Date of Birth	12/04/2000
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVIDLABSPHARMACEUTICALSPRIVATELIMITED&RAAKATECHPROCHEMPRIVATELIMITED)
Committees positions held in other companies	NIL
Shareholding in Company	37,700/- Equity Shares & 7.52%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 5

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

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

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

The Company has also received: -

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

A copy of the draft letter for the appointment of Mr. Kanhiya Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

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

NAME OF THE DIRECTOR	Mr. Kanhiya Gupta
DIN	07262275
Father's Name	Mr. RAJIV GUPTA
Date of Birth	18/03/1997
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVID LABS PHARMACEUTICALS PRIVATE LIMITED & RAAKA TECHPRO CHEM PRIVATE LIMITED)
Committees positions held in other companies	NIL
Shareholding in Company	45,822/- Equity Shares & 9.15%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 6

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

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

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

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

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

The Company has also received: -

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

A copy of the draft letter for the appointment of Ms. Nalini Gupta as an Non-Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

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

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

In respect of item No. 7

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

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

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

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

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

The Company has also received: -

- i. the consent in writing to act as Director and

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

A copy of the draft letter for the appointment of Mr. Rajesh Kumar Raina as Non-Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

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

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

In respect of item No. 8

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

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

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

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

I. Powers and Duties

The Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties

delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.

II. Remuneration

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

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

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

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

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

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Rajiv Gupta are, in any way, concerned or interested (financially or otherwise) in the proposed resolutions. The resolution as set out 8 of this Notice are accordingly recommended for your approval by passing of Ordinary Resolution.

In respect of item No.9.

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

“1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins,

extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

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

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

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

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

In respect of item No.10

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

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

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

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

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

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

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

In respect of item No.11

Name Change of the Company

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

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

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

The Name of the Company will be above **"MANBRO INDUSTRIES LIMITED"** In MOA.

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

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

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

The certificate from Chartered accountant (FCA Preeti Gupta) has been attached along with this Notice in compliance with regulation 45(3) of SEBI (LODR) 2015.

In respect of item No.13

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

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

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

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

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

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

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

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

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



SMA & ASSOCIATES
Chartered Accountants

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

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

Reference: Your engagement letter dated 7 August, 2023

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

Dear Sir(s),

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

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

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

For SMA & ASSOCIATES
Chartered Accountants



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