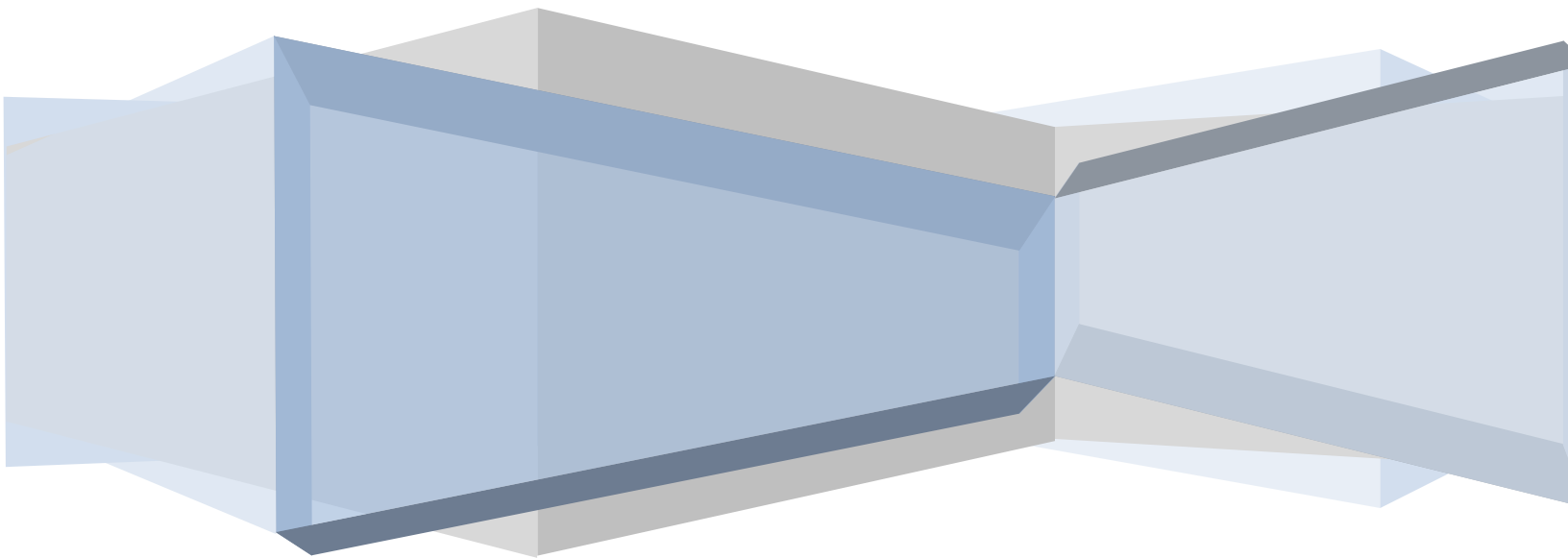


UNIMODE OVERSEAS LIMITED

ANNUAL REPORT 2022-23



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajiv Gupta (Appointed w.e.f 27.03.2023)
Mr. Kanhiya Gupta (Appointed w.e.f 27.03.2023)
Mr. Haldher Gupta (Appointed w.e.f 27.03.2023)
Mr. Rakesh Wadhawan
Mr. Ashish Kumar Garg
Ms. Shriya

CHIEF EXECUTIVE OFFICER

Mr. Dinesh Kumar Mahawar (Resigned w.e.f 11.08.2023)

CHIEF FINANCIAL OFFICER

Ms. Nalini Gupta (Appointed w.e.f 11.08.2023)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Bhuwan Singh Taragi

INTERNAL AUDITOR

M/s Sharma V K & Associates
(appointed w.e.f. 27.03.2023)
Chartered Accountants
D-4/339, Block D, Sultanpuri, Delhi, 110086

STATUTORY AUDITOR

Sunil Kumar Gupta & Co.
Chartered Accountants
B-10, Magnum House-I, Karam Pura, Commercial Complex,
Shivaji Marg, New Delhi- 110015

SECRETARIAL AUDITOR

Ms. Divya Rani
Practicing Company Secretary
S-191/C, 3rd Floor, Manak Complex,
School Block, Shakarpur, Delhi-110092.

BANKERS

Kotak Mahindra Bank
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Beetal Financial and Computer Services(P) Ltd
Beetal house, IIIrd floor, 99 madangir
New Delhi- 110062.
Contact no: 91-11-2996 1281-83
E-mail: beetal@beetalfinancial.com; beetalrta@gmail.com

REGISTERED OFFICE

C 18, Shivaji Park, Punjabi Bagh, New Delhi-110026

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

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

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

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

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

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

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, deeds, 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 Association as per provisions of Companies Act, 2013

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

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

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

"1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical 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 31st Annual 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’