



## Manbro Industries Ltd

### NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Shareholders of “**Manbro Industries Limited**” (“Company”) will be held on **Monday, 30<sup>th</sup> June, 2025** at 11:30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following Special Businesses:

**1. Appointment of Mr. Dilip Kumar Goenka (DIN: 02057814) 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** pursuant to the provision of Section 161(1) and 152 of the Companies Act, 2013 (the Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Dilip Kumar Goenka (DIN: 02057814) whose appointment as an Additional Director w.e.f. 12<sup>th</sup> February 2025 determines on the date of the present General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

**2. Appointment of Mr. Dilip Kumar Goenka (DIN: 02057814) as Managing Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (the Act) and Schedule V thereto and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approval(s) as may be required, appointment of Mr. Dilip Kumar Goenka (DIN: 02057814) as ‘Managing Director’ of the Company for a period of 5 (five) consecutive years with effect from 12<sup>th</sup> February 2025, be and is hereby approved on the terms of remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Dilip Kumar Goenka (DIN: 02057814), 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. Dilip Kumar Goenka.

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### **MANBRO INDUSTRIES LIMITED**

Regd. Office: B- 99, Shop No.- 1, Ground Floor, New Moti Nagar, New Delhi-110015

Email ID: unimodeoverseaslimited@gmail.com

CIN: L47211DL1992PLC048444; Tel no: +91 7099067301; www.unimodeoverseaslimited.in

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised 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 and/or expedient to give effect to the above resolution.”

**3. Appointment of Mr. Binod Kumar Goenka (DIN: 00518869) 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 provision of Section 152 of the Companies Act, 2013 (the Act) 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 Act read with the Rules made thereunder and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Binod Kumar Goenka (DIN: 00518869) whose appointment as an Additional Director w.e.f. 12<sup>th</sup> February 2025 determines on the date of the present General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

**4. Appointment of Mr. Sunil Sharma (DIN: 10940099) as Non- executive Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and Regulation 16 and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) R e g u l a t i o n s , 2 0 1 5 , i n c l u d i n g a n y s t a t u t o r y modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sunil Sharma (DIN: 10940099), whose appointment on the Board of Directors as an Additional Director in terms of Section 161(1) of the Act, determines on the date of the present General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from 12<sup>th</sup> February 2025, not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

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**5. Appointment of Ms. Varsha Bothra (DIN: 10940725) as Non- executive Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and Regulation 16 and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) R e g u l a t i o n s , 2 0 1 5 , i n c l u d i n g a n y s t a t u t o r y modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Varsha Bothra (DIN: 10940725), whose appointment on the Board of Directors as an Additional Director in terms of Section 161(1) of the Act, determines on the date of the present General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from 12<sup>th</sup> February 2025, not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

**6. Appointment of Mr. Shalen Jain (DIN: 10939486) as Non- executive Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and Regulation 16 and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) R e g u l a t i o n s , 2 0 1 5 , i n c l u d i n g a n y s t a t u t o r y modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shalen Jain (DIN: 10939486), whose appointment on the Board of Directors as an Additional Director in terms of Section 161(1) of the Act, determines on the date of the present General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from 12<sup>th</sup> February 2025, not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

**7. 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 a **Special Resolution:**

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**“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 and subject to the approval of Ministry of Corporate Affairs (MCA) and any other regulatory and statutory authorities as may be required, consent of the shareholders of the Company, be and is hereby accorded, for alteration of existing Object clause III (A) of the Memorandum of Association of the Company by replacing with the new clause as follows:

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

**III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of Manufacture, import, export, and trade iron and steel products, including GFRP rebar and byproducts and to produce and deal in eco-friendly building materials such as AAC blocks, cement, and related products and to establish and operate manufacturing facilities, quarries, and distribution networks and carry on the business of manufacture and supply galvanized and fabricated products, including poles, crash barriers, cable trays, and urban lighting systems and to offer pre-stressed concrete sections, fire clay products, and construction materials with a focus on sustainability and also to carry on the business of develop and manage residential, commercial, and township projects for government and private sectors and to operate hotels, resorts, and commercial complexes while offering hospitality consultancy services and act as financial consultants and brokers, investing in shares, securities, and financial instruments and offering portfolio management services and financial advisory solutions.
2. To carry on the business of recycle and recover ferrous and non-ferrous metals, e-waste, lead, plastics, and other building materials and to Set up vehicle scrapping facilities and engage in scrapping, dismantling, and recycling under regulatory guidelines.
3. To carry on the business of develop, construct, and operate renewable energy projects, including solar, wind, and biomass energy plants and promoting sustainable waste management practices and recovery of usable materials from waste. To carry on the business of providing engineering, project planning, and cost-effective solutions for infrastructure and manufacturing projects and to offer IT solutions, automated vehicle testing stations, and software development services.
4. To establish hospitals, clinics, and wellness centers while trading healthcare products and equipment. Expand the brand through franchising and licensing agreements across various sectors. Undertake initiatives related to education, healthcare, environmental conservation, and community welfare in alignment with sustainable development goals.

**RESOLVED FURTHER THAT** any acts, process and initiatives, if any, done or taken by the Board of Directors in pursuance of the above Object Clause be and is hereby ratified and approved and any of the Directors of the Company be and are hereby jointly/ 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

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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.”

#### **8. Adoption of new 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 a **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 the 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:

#### **III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of Manufacture, import, export, and trade iron and steel products, including GFRP rebar and byproducts and to produce and deal in eco-friendly building materials such as AAC blocks, cement, and related products and to establish and operate manufacturing facilities, quarries, and distribution networks and carry on the business of manufacture and supply galvanized and fabricated products, including poles, crash barriers, cable trays, and urban lighting systems and to offer pre-stressed concrete sections, fire clay products, and construction materials with a focus on sustainability and also to carry on the business of develop and manage residential, commercial, and township projects for government and private sectors and to operate hotels, resorts, and commercial complexes while offering hospitality consultancy services and act as financial consultants and brokers, investing in shares, securities, and financial instruments and offering portfolio management services and financial advisory solutions.
2. To carry on the business of recycle and recover ferrous and non-ferrous metals, e-waste, lead, plastics, and other building materials and to Set up vehicle scrapping facilities and engage in scrapping, dismantling, and recycling under regulatory guidelines.
3. To carry on the business of develop, construct, and operate renewable energy projects, including solar, wind, and biomass energy plants and promoting sustainable waste management practices and recovery of usable materials from waste. To carry on the business of providing engineering, project planning, and cost-effective solutions for infrastructure and manufacturing projects and to offer IT solutions, automated vehicle testing stations, and software development services.
4. To establish hospitals, clinics, and wellness centers while trading healthcare products and equipment. Expand the brand through franchising and licensing agreements across various sectors. Undertake initiatives related to education, healthcare, environmental conservation, and community welfare in alignment with sustainable development goals.

**RESOLVED FURTHER THAT** any acts, process and initiatives, if any, done or taken by the Board of Directors in pursuance of the above Object Clause be and is hereby ratified and approved and

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any of the Directors of the Company be and are hereby jointly/ 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.”

**9. Ratification of Resolution No. 10 of Notice dated 31.08.2024 passed on 25.09.2024 for Issue of upto 43,50,000 (Forty-Three Lakhs Fifty Thousand Only) warrants convertible into equity shares to the proposed promoters and non-promoters of the Company.**

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

“**RESOLVED THAT** the consent of the shareholders be and is hereby given for ratification of Resolution No. 10 of Notice dated 31.08.2024 passed on 25.09.2024 for issue of upto 43,50,000 (Forty-Three Lakhs Fifty Thousand) warrants convertible into equity shares to the proposed promoters and non-promoters of the Company to ensure the issue and allotment of warrants is in accordance with the provisions of the Companies Act, 2013; Securities Contracts (Regulations) Act, 1956; the Securities and Exchange Board of India Act, 1992; the Depositories Act, 1996 including the Rules, Regulations, Guidelines; SEBI (Listing obligations and Disclosure requirement Regulations), 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any other statutory approval as may be required, the consent of the members be and is hereby accorded with regard to disclosure of point (h) of the Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**10. Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Guwahati and consequent alteration to the Memorandum of Association.**

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

“**RESOLVED THAT** pursuant to the provision of Section 12, 13 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 and 31 of Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Central Government/Regional Director, Northern Region, NCT of Delhi & Haryana and such other authority constituted in that behalf the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Guwahati.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for alteration of Clause II of the Memorandum of Association of the Company with the

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following clause and that **Clause II** shall read as under:

**II. The Registered Office of the Company will be situated in the State of Guwahati.**

**RESOLVED FURTHER THAT** the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby jointly/severally authorized to file aforesaid application(s) and/or form(s), to sign the petition, application, affidavit(s) undertaking(s) and such other documents as may be necessary in relation to shifting of the Registered Office of the Company.

**RESOLVED FURTHER THAT** Mr. Dilip Kumar Goenka (DIN:02057814) Managing Director and Mr. Binod Kumar Goenka (DIN: 00518869) Director of the Company, be and is hereby severally authorized to appoint and authorize Practicing Company Secretary/ Advocate to appear, represent, to make such statement, furnish information and do such things, as may be required on behalf of the Company before the Central Government /Regional Director, Western Region, Mumbai, Ministry of Corporate Affairs, Government of India, Registrar of Companies and any other Government Authority constituted in that behalf, in the matter of the Petition to be filed by the company for shifting of the Registered Office of the company and proposed alteration of situation Clause of the Memorandum of Association.

**RESOLVED FURTHER THAT** the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to initiate and complete all the requisite acts, deeds, things and matters, as may be considered necessary, appropriate or expedient including but not limited to filing of e-form with the concerned authorities and Registrar of Companies as may be required in this regard and forward authorized copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions."

**11. To approve Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including a Committee thereof (hereinafter referred to as the 'Board') for borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), in excess of the aggregate of its paid-up share capital, securities premium and free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 500 Crore (Rupees Five Hundred Crore only) over and above the aggregate of the paid-up share capital of the Company and its free reserves at any time.

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**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

**12. To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate**

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

"**RESOLVED THAT** pursuant to the provisions of Section 185 and 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers), Rules, 2014 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include, unless the context otherwise, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to make loan(s,) including any loan represented by a book debt and / or give guarantee(s) / provide any security(ies) in connection with the loan(s) made or loan taken by any entity, subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) or give any guarantee or provide any security in connection with any loan taken by any entity or which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) in their absolute discretion deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto (i) maximum amount of ₹ 500 Crores (Rupees Five hundred crores only), if the investments / acquisitions, loans, guarantee, securities to be provided along with the Company's existing investments, loans, guarantee or securities are in excess of the limits prescribed under Section 186 aforesaid or (ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher."

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Stock Exchanges or any other statutory / regulatory bodies, in India or abroad, as the case may be, from time to time, that may be required in connection with the above resolution."

**Registered Office:**

B- 99, Shop No.- 1, Ground Floor, New Moti Nagar, New Delhi- 110015

**Date:** 29<sup>th</sup> May, 2025

**Place:** Guwahati

**By order of the Board  
For Manbro Industries Limited**

**Sd/-  
Dilip Kumar Goenka  
(Managing Director)  
DIN: 02057814**

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## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company

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at <http://www.unimodeoverseaslimited.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
9. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Monday, 23<sup>rd</sup> June, 2025 ("Cut-off Date"). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date for Sending Notice i.e., Monday, 23<sup>rd</sup> June, 2025.
10. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") in electronic form.
11. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
12. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com) and/ or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
13. The Board of Directors has appointed Ms. Ritika Wasson, Proprietor of Ritika Wasson & Co., Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
14. The Scrutinizer will submit its consolidated report to the Chairperson, or any other person authorised by her, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
15. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on BSE and be made available on its website viz. [www.bseindia.com](http://www.bseindia.com).

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## **MANBRO INDUSTRIES LIMITED**

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**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Friday, 27<sup>th</sup> June, 2025 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> June, 2025 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. Monday, 23<sup>rd</sup> June, 2025, 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 Monday 23<sup>rd</sup> June, 2025.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 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"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be</li></ol>





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	<p>re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding Securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> </ol>

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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	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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**B) Login Method for e-Voting and joining virtual meeting 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.

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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:

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- 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 [ritika@rwcexperts.com](mailto:ritika@rwcexperts.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

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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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com). The same will be replied by the Company suitably.

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EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

**Item No.- 1:**

The Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2025, pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Dilip Kumar Goenka (DIN: 02057814) as an Additional Director of the Company, in the category of Executive Director, subject to requisite approval of the Members at the ensuing General Meeting.

Mr. Dilip Kumar Goenka, aged 51 years, has been awarded the degree of Bachelor of Engineering from the University of Guwahati. He is a person of integrity, possess relevant expertise/ experience and fulfils the conditions of his appointment as an Executive Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualifications, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Executive Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Binod Kumar Goenka, is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.- 1 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. Dilip Kumar Goenka as an Executive Director setting out the terms & conditions 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](http://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. Dilip Kumar Goenka
DIN	02057814
Father's Name	Mr. Mangi Lal Goenka
Date of Birth	27/10/1973
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Bachelor of Engineering (BE)

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Experience & Expertise in Specific Functional Area	Mr. Dilip Kumar Goenka expertise in the field of Marketing, Administration, Project Management and Business Operations.
Directorship Held in Other Companies (Excl. foreign companies)	1. Green AAC Block Private Limited 2. Kamrup Assets Private Limited 3. BR Metallics Private Limited 4. K D Iron and Steel Private Limited 5. Litebricks Private Limited 6. K D Infrastructures Private Limited 7. Chaliha Warehousing Private Limited 8. K D Power Limited 9. KCL Constructions Private Limited
Committees Positions held in other Companies	N.A.
Shareholding in the Company	19,95,000 Eq. Shares
No. of Board Meeting attended till date	1
Relationship between Director inter- se	Relative (Brother)

**Item No.- 2:**

The Board of Directors of the Company (Board) based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC) appointed Mr. Dilip Kumar Goenka (DIN: 02057814) with effect from 12<sup>th</sup> February 2025 and as 'Managing Director' of the Company for a period of 5 (Five) consecutive years from that date on the terms and remuneration determined by the NRC, as set out hereunder.

Mr. Dilip Kumar Goenka, aged 51 years, has been awarded the degree of Bachelor of Engineering from the University of Guwahati. He is a person of integrity, possess relevant expertise/ experience and fulfils the conditions of his appointment as an Executive Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualifications, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Executive Director of the Company.

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 12<sup>th</sup> February 2025 for (5)Five consecutive years.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Binod Kumar Goenka, is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.- 2 for the approval of the Members.

The Company has received requisite declarations from Mr. Dilip Kumar Goenka regarding his non disqualifications and confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

The Company had received consent letter from Mr. Dilip Kumar Goenka to act as a Managing Director of the Company.

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

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- 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. Dilip Kumar Goenka 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 (5%) 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. Dilip Kumar Goenka, 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.

### 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. Dilip Kumar Goenka
DIN	02057814
Father's Name	Mr. Mangi Lal Goenka
Date of Birth	27/10/1973
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Bachelor of Engineering (BE)
Experience & Expertise in Specific Functional Area	Mr. Dilip Kumar Goenka expertise in the field of Marketing, Administration, Project Management and Business Operations.
Directorship Held in Other Companies (Excl. foreign companies)	1. Green AAC Block Private Limited 2. Kamrup Assets Private Limited 3. BR Metalics Private Limited 4. K D Iron and Steel Private Limited 5. Litebricks Private Limited 6. K D Infrastructures Private Limited 7. Chaliha Warehousing Private Limited 8. K D Power Limited 9. KCL Constructions Private Limited
Committees Positions held in other Companies	N.A.
Shareholding in the Company	19,95,000 Eq. Shares
No. of Board Meeting attended till date	1
Relationship between Director inter- se	Relative (Brother)

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### **Item No.- 3:**

The Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2025, pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Binod Kumar Goenka (DIN: 00518869) as an Additional Director of the Company, in the category of Non- Executive Non- Independent Director, who shall be liable to retire by rotation, subject to requisite approval of the Members at the ensuing General Meeting.

Mr. Dilip Kumar Goenka, aged 59 years, has been awarded the degree of Bachelor of Law from Nowgong Law College, Guwahati University. He is a person of integrity, possess relevant expertise/ experience and fulfils the conditions of his appointment as a Non- Executive Non- Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualifications, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as a Non- Executive Non- Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Dilip Kumar Goenka, 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 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. Binod Kumar Goenka as a Non- Executive Non- Independent Director setting out the terms & conditions 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](http://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. Binod Kumar Goenka
DIN	00518869
Father's Name	Mr. Mangi Lal Goenka
Date of Birth	03/04/1966
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Bachelor of Law (LL.B)
Experience & Expertise in Specific Functional Area	Mr. Binod Kumar Goenka expertise in the field of Business Operations, Commercial Legal awareness, Marketing, Administration and Project Management.

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Directorship Held in Other Companies (Excl. foreign companies)	1. Green AAC Block Private Limited 2. BR Metalics Private Limited 3. K D Iron and Steel Private Limited 4. G L Coke Private Limited 5. K D Infrastructures Private Limited 6. K D Power Limited 7. KCL Constructions Private Limited
Committees Positions held in other Companies	N.A.
Shareholding in the Company	11,55,002 Eq. Shares
No. of Board Meeting attended till date	1
Relationship between Director inter- se	Relative (Brother)

**Item No.- 4:**

The Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2025, pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Sunil Sharma (DIN: 10940099) as an Additional Director of the Company, in the category of Non- Executive Independent Director, subject to requisite approval of the Members at the ensuing General Meeting.

Mr. Sunil Sharma, aged 59 years, is a Chartered Accountant (CA) and has completed graduation in commerce from Guwahati Commerce College. Thereafter, he completed his graduation in law from Government Law College, Guwahati and joined Bar Council of India and his father's CA firm in 1992. He is in practice as a CA since 1995 in Mohanlal Sharma & Co, Guwahati. He hold Diploma in Information Systems Audit granted by the CA institute. He also got training at IIT, Guwahati on Cyber Forensics and Ethical Hacking for assessing system security. He has been part of the Managing Committee of Guwahati Branch of ICAI for two terms and served on various posts. He is member of TBA since 1992 and has served the Bar in various capacities.

In the opinion of the Board, Mr. Sunil Sharma is a person of integrity, possess relevant expertise/ experience and fulfils the conditions of his appointment as an Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualifications, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Independent Director.

Except for Mr. Sunil Sharma, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives has any financial or personal interest or otherwise, in the Resolution set out in the notice.

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

The Company has also received: -

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

A copy of the draft letter for the appointment of Mr. Sunil Sharma as an Independent Director setting

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out the terms & conditions 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](http://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. Sunil Sharma
DIN	10940099
Father's Name	Mr. Mohanlal Sharma
Date of Birth	10/04/1966
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Chartered Accountant (CA)
Experience & Expertise in Specific Functional Area	Mr. Sunil Sharma is a Chartered Accountant and is expertise in the field of Law, Accounting, Information Systems Audit, trained in Cyber Forensics and Ethical Hacking for assessing system security.
Directorship Held in Other Companies (Excl. foreign companies)	N.A.
Committees Positions held in other Companies	N.A.
Shareholding in the Company	N.A.
No. of Board Meeting attended till date	1
Relationship between Director inter- se	N.A.

#### **Item No.- 5:**

The Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2025, pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Varsha Bothra (DIN: 10940725) as an Additional Director of the Company, in the category of Non- Executive Independent Director, subject to requisite approval of the Members at the ensuing General Meeting.

Ms. Varsha Bothra, aged 31 years, is a fellow member of the Institute of Chartered Accountants of India (ICAI). She also holds a Bachelor's Degree in Commerce. Ms. Varsha Bothra started her professional practice in her own name in the year 2018. In 2024, she converted her proprietorship firm into a partnership firm. She has been serving clients in the field of Income Tax, TDS filling, GST and Audit. She has an experience of about 7 years in the said field.

In the opinion of the Board, Ms. Varsha Bothra is a young professional and a person of integrity who possess relevant experience and fulfils the conditions of her appointment as an Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view her qualifications, experience and knowledge, the Board of Directors considers that her association would be of immense benefit to the Company and it will be in the interest of the Company to appoint her as an Independent Director.

Except for Ms. Varsha Bothra, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives has any financial or personal interest or

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otherwise, in the Resolution set out in the notice.

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 of Independence and 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. Varsha Bothra as an Independent Director setting out the terms & conditions 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](http://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	Ms. Varsha Bothra
DIN	10940725
Father's Name	Nirmal Kumar Bothra
Date of Birth	06/07/1994
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Chartered Accountant (CA)
Experience & Expertise in Specific Functional Area	Ms. Varsha Bothra is a Chartered Accountant and is expertise in the field of Income Tax, TDS filling, GST and Audit
Directorship Held in Other Companies (Excl. foreign companies)	N.A.
Committees Positions held in other Companies	N.A.
Shareholding in the Company	N.A.
No. of Board Meeting attended till date	1
Relationship between Director inter- se	N.A.

### **Item No.- 6:**

The Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2025, pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Shalen Jain (DIN: 10939486) as an Additional Director of the Company, in the category of Non- Executive Independent Director, subject to requisite approval of the Members at the ensuing General Meeting.

Mr. Shalen Jain, aged 32 years, is a fellow member of the Institute of Chartered Accountants of India (ICAI). Mr. Shalen Jain started his professional practice in his own name in the year 2018. He has been serving clients in the field of Income Tax, GST and Audit. He has a working experience of about 7 years.

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In the opinion of the Board, Mr. Shalen Jain is a young professional and a person of integrity who possess relevant expertise/ experience and fulfils the conditions of his appointment as an Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualifications, experience and knowledge, the Board of Directors considers that his association would be fruitful to the Company and it will be in the interest of the Company to appoint him as an Independent Director.

Except for Mr. Shalen Jain, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives has any financial or personal interest or otherwise, in the Resolution set out in the notice.

The Board recommends the resolution set forth in item no.- 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 he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. A declaration of Independence and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Shalen Jain as an Independent Director setting out the terms & conditions 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](http://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. Shalen Jain
DIN	10939486
Father's Name	Mr. Vinod Jain
Date of Birth	27/01/1993
Date of first Appointment on the Board	12 <sup>th</sup> February 2025
Qualification	Chartered Accountant (CA)
Experience & Expertise in Specific Functional Area	Mr. Shalen Jain is a Chartered Accountant and is expertise in the field of Income Tax, GST and Audit
Directorship Held in Other Companies (Excl. foreign companies)	N.A.
Committees Positions held in other Companies	N.A.
Shareholding in the Company	N.A.
No. of Board Meeting attended till date	1
Relationship between Director inter- se	N.A.

#### Item No.- 7:

The Members are hereby informed that the Company has to suitably change existing main object of memorandum of association in order to incorporate new activities of the Company.

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1. To carry on the business of Manufacture, import, export, and trade iron and steel products, including GFRP rebar and byproducts and to produce and deal in eco-friendly building materials such as AAC blocks, cement, and related products and to establish and operate manufacturing facilities, quarries, and distribution networks and carry on the business of manufacture and supply galvanized and fabricated products, including poles, crash barriers, cable trays, and urban lighting systems and to offer pre-stressed concrete sections, fire clay products, and construction materials with a focus on sustainability and also to carry on the business of develop and manage residential, commercial, and township projects for government and private sectors and to operate hotels, resorts, and commercial complexes while offering hospitality consultancy services and act as financial consultants and brokers, investing in shares, securities, and financial instruments and offering portfolio management services and financial advisory solutions.
2. To carry on the business of recycle and recover ferrous and non-ferrous metals, e-waste, lead, plastics, and other building materials and to Set up vehicle scrapping facilities and engage in scrapping, dismantling, and recycling under regulatory guidelines.
3. To carry on the business of develop, construct, and operate renewable energy projects, including solar, wind, and biomass energy plants and promoting sustainable waste management practices and recovery of usable materials from waste. To carry on the business of providing engineering, project planning, and cost-effective solutions for infrastructure and manufacturing projects and to offer IT solutions, automated vehicle testing stations, and software development services.
4. To establish hospitals, clinics, and wellness centers while trading healthcare products and equipment. Expand the brand through franchising and licensing agreements across various sectors. Undertake initiatives related to education, healthcare, environmental conservation, and community welfare in alignment with sustainable development goals.

The Board at its meeting held on 29<sup>th</sup> May, 2025 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 ensuing General Meeting. The aforesaid documents are also available for inspection at the General Meeting.

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. 7 of the Notice for approval of the Members.

**Item No.- 8:**

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) -

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1. To carry on the business of Manufacture, import, export, and trade iron and steel products, including GFRP rebar and byproducts and to produce and deal in eco-friendly building materials such as AAC blocks, cement, and related products and to establish and operate manufacturing facilities, quarries, and distribution networks and carry on the business of manufacture and supply galvanized and fabricated products, including poles, crash barriers, cable trays, and urban lighting systems and to offer pre-stressed concrete sections, fire clay products, and construction materials with a focus on sustainability and also to carry on the business of develop and manage residential, commercial, and township projects for government and private sectors and to operate hotels, resorts, and commercial complexes while offering hospitality consultancy services and act as financial consultants and brokers, investing in shares, securities, and financial instruments and offering portfolio management services and financial advisory solutions.
2. To carry on the business of recycle and recover ferrous and non-ferrous metals, e-waste, lead, plastics, and other building materials and to Set up vehicle scrapping facilities and engage in scrapping, dismantling, and recycling under regulatory guidelines.
3. To carry on the business of develop, construct, and operate renewable energy projects, including solar, wind, and biomass energy plants and promoting sustainable waste management practices and recovery of usable materials from waste. To carry on the business of providing engineering, project planning, and cost-effective solutions for infrastructure and manufacturing projects and to offer IT solutions, automated vehicle testing stations, and software development services.
4. To establish hospitals, clinics, and wellness centers while trading healthcare products and equipment. Expand the brand through franchising and licensing agreements across various sectors. Undertake initiatives related to education, healthcare, environmental conservation, and community welfare in alignment with sustainable development goals.

The Board at its meeting held on 29<sup>th</sup> May, 2025 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 ensuing General Meeting. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies (ROC). 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. 8 of the Notice for approval of the Members.

**Item No.- 9:**

Resolution No. 10 of Notice passed on 25.09.2024 for issue of upto 43,50,000 (Forty-Three Lakhs Fifty Thousand Only) warrants convertible into equity shares to the proposed promoters and non-promoters of the Company on such terms and conditions as set forth in the explanatory statement pertaining to the said proposal.

With reference to the in principle approval letter issued by BSE dated November 22, 2024 vide letter no. LOD/PREF/AM/FIP/1353/2024-25, the ratification is being made with regard to point (h) of

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the explanatory statement. After ratification, point (h) is read as following:

**h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- Issue equity Shareholding (Post Preferential allotment)#	
				No. of Shares	% of holding		No. of Shares	% of holding *
1.	Mangilal Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	1,93,750	7,18,750	7.08%
2.	Sunil Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	1,93,750	7,18,750	7.08%
3.	Binod Kumar Goenka	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Not Applicable	Nil	Nil	4,26,250	15,81,250	15.58%
4.	Dilip Kumar Goenka	Currently: Proposed Promoter	Not Applicable	Nil	Nil	7,36,250	27,31,250	26.91%

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		Post Open Offer under Takeover Regulations: Promoter						
5.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	18,25,000	20,00,000	19.70%
6.	Sangeeta Pareekh	Non-Promoter	Not Applicable	Nil	Nil	3,00,000	4,00,000	3.94%
7.	Abhinav Gupta	Non-Promoter	Not Applicable	Nil	Nil	1,50,000	1,62,000	1.60%
8.	Vidhi Bansal Gupta	Non-Promoter	Not Applicable	Nil	Nil	1,23,000	1,32,000	1.30%
9.	Abhinav Gupta HUF	Non-Promoter	Abhinav Gupta	Nil	Nil	1,20,000	1,26,000	1.24%
10.	Petflakes Poymers India Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	84,500	1,11,000	1.09%
11.	DMA Cube 5 Analytics Private Limited	Non-Promoter	Abhinav Gupta and Vidhi Bansal Gupta	Nil	Nil	51,000	78,000	0.77%
12.	Meera Gupta	Non-Promoter	Not Applicable	Nil	Nil	31,500	36,000	0.35%
13.	Bhavya Jain	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.15%
14.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	15,000	15,000	0.15%
15.	Vaishali Yatin shah	Non-Promoter	Not Applicable	Nil	Nil	15,000	40,000	0.39%

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16.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	15,000	25,000	0.25%
17.	Gaurav Singh	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
18.	Amit Kumar	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
19.	Master Capital Services Limited	Non-Promoter	Not Applicable##	Nil	Nil	10,000	10,000	0.10%
20.	Amit Puri HUF	Non-Promoter	Amit Puri	Nil	Nil	10,000	10,000	0.10%
21.	Prakash Chandra Pareek	Non-Promoter	Not Applicable	Nil	Nil	5,000	12,000	0.12%
22.	Ishani Bansal	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.05%
23.	Pramod Singh Negi	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.05%

# The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:

- i. 53,00,000 (Fifty-Three Lakhs) equity shares through preferential issue to the Proposed Promoters and certain identified non promoter persons as mentioned under Item no 2.
- ii. 43,50,000 (Forty-Three Lakhs Fifty Thousand) warrants issued to the Proposed Promoters and certain identified non-promoter persons as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.

*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (equity + Warrant) i.e. ₹10,15,10,500 (Ten Crore Fifteen Lakhs Ten Thousand Five Hundred) divided into 1,01,51,050 (One Crore One Lakh Fifty One Thousand Fifty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

**## As Master Capital Services Limited is wholly owned subsidiary of Master Trust Limited (a Listed Company).**

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, Mr. Mangilal Goenka, Mr. Sunil Kumar Goenka, Mr. Binod Kumar Goenka and Mr. Dilip Kumar Goenka (the proposed allottees), shall acquire and exercise control in the Company.

**Note:** The post holding may vary depending upon any other corporate action in between.

In above point (h), the line "##As Master Capital Services Limited is wholly owned subsidiary of Listed

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## **MANBRO INDUSTRIES LIMITED**

Regd. Office: B- 99, Shop No.- 1, Ground Floor, New Moti Nagar, New Delhi-110015

Email ID: unimodeoverseaslimited@gmail.com

CIN: L47211DL1992PLC048444; Tel no: +91 7099067301; www.unimodeoverseaslimited.in

*Company" has been substituted by the line "##As Master Capital Services Limited is wholly owned subsidiary of Master Trust Limited (a Listed Company)."*

**Item No.- 10:**

According to the Memorandum of Association of the Company, the registered office of the company is situated in the National Capital Territory (NCT) of Delhi. Further, the Board of Directors of the Company in the meeting held on 29<sup>th</sup> May, 2025 has decided to shift the Registered Office of the Company from the NCT of Delhi to the State of Guwahati for conducting the business of the Company more economically and efficiently and to achieve the object for which the Company is incorporated.

Further, Majority of the Directors and KMPs of the Company including major shareholding promoters are based at Guwahati and keeping in view the administrative convenience, cost effectiveness, growth potential and existing opportunities, the shifting of Registered Office to Guwahati shall facilitate to carry on the business of the Company more economically and efficiently and with better operational convenience. Therefore, the Board considered that the Memorandum of association of the company should be altered in order to change the place of its registered office from its present situation at B- 99, Shop No.- 1, Ground Floor, New Moti Nagar, New Delhi- 110015 to 6<sup>th</sup> Floor, Sri Kamakhya Tower, Christian Basti, GS Road, Guwahati- 781005.

Further, as per the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 and 31 of the Companies (Incorporation) Rule, 2014, after the approval of the members for alteration in the Memorandum of Association of the Company, an application is required to be made before Regional Director, Northern Region, NCT of Delhi for seeking approval and confirmation for alteration in the Memorandum of Association of the Company for shifting the company's registered office from the NCT of Delhi to the State of Guwahati.

The proposed change will in no way be detrimental to the interest of any member of public, Employees or other associates of the company in any manner whatsoever.

Hence, the Board recommends the Special Resolution as set out in Item no. 10 of this notice for the approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Item No.- 11:**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180(1)(c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the Members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to maximum ₹500,00,00,000/- (Rupees Five Hundred Crore Only).

It is recommended that the resolution be passed as a Special Resolution. None of the person specified in the Section 102 of the Companies Act, 2013 namely the Promoter, Director, Key Managerial Persons, Relative of Promoter, Directors and Managerial Persons or entities comprising the interest

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of Promoter, Director and Key Managerial Persons, are connected or interest financially or otherwise, in the aforesaid Resolution.

**Item No.- 12:**

To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate.

In order to enable the Company to channelize its resources for natural expansion of current investments and explore areas for future investment opportunities and growth plans, in the interest of the Company as a whole, it is necessary to enhance the powers of the Board to make loan(s) to any body corporate(s) / person(s) including financial assistance by way of loan to other entities in the group / and to give any guarantee(s) / provide security in connection with loan(s) made to any body corporate(s) / person(s), entities in the group and / or to make investment in the securities of other body corporate(s).

Further, the amendments notified effective 7<sup>th</sup> May, 2018, *inter-alia* replacing the provisions Section 185 of Companies Act, 2013, empowers companies with the approval of members by way of Special Resolution, to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Taking these into consideration, the Board at the meeting held on 29<sup>th</sup> May, 2025 has recommended that an approval from shareholders be sought under the Companies Act, 2013 / rules made there under, to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in connection with the loan taken by any entity including entities in the same group, in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or upto ₹ 500 Crores (Rupees Five Hundred Crores only) whichever is higher. The Company would carefully evaluate proposals and pursue opportunities through deployment of funds out of internal resources / accruals and or any other sources including borrowings, as may be required from time to time, in line with the long term strategic and business objectives.

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.

**Registered Office:**

B- 99, Shop No.- 1, Ground Floor, New Moti  
Nagar, New Delhi- 110015

**By order of the Board  
For Manbro Industries Limited**

**Date: 29<sup>th</sup> May, 2025  
Place: Guwahati**

**Sd/-  
Dilip Kumar Goenka  
(Managing Director)  
DIN: 02057814**

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**MANBRO INDUSTRIES LIMITED**

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