



services.mkvs@gmail.com

M K V S & Associates

Chartered Accountant

D-2, Mangeram Park, Budh Vihar,

Phase-2, Delhi-110086

Mobile: +91- 9911481568, 011-42542103

To

The Board of Directors
Manbro Industries Limited
(Formerly known as Unimode Overseas Limited)
C-18, Shivaji Park
Punjabi Bagh
New Delhi-110026

Sir/ Ma'am,

Sub: - **Internal Audit Report for the period from 1st April 2023 to 31st March 2024**

We have conducted internal audit of the company for the period for 01-04-2023 and 31-03-2024. The Scope of the internal audit was checking the efficiency & effectiveness of the internal controls and verification of related records.

Further, we have audited the vouchers and record of **MANBRO INDUSTRIES LIMITED (Formerly known as Unimode Overseas Limited)**, at registered office, **C-18 SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026** for the period 01.04.2023 to 31.03.2024 In carrying out the audit we have given emphasis on introducing systems and procedures to enable the company carry on the operations in a smooth way with better internal control of our audit and other matters, which in our opinion are not material, have not been deal with in this report.

We thank the management for their cooperation in conduct of this audit should there be any clarification the management is free to revert to us.

Thanking You

For M K V S & Associates

Chartered Accountant

Firm Regn. No.- 033629N



(CA Vijay Kr Sharma)

Partner

UDIN- 24550674BKFGRA4382

Place: New Delhi

Date : 29.05.2024

INTERNAL AUDIT REPORT OF MANBRO INDUSTRIES LIMITED

| | |
|-------------|--|
| PERIOD | 01/04/2023 TO 31/03/2024 |
| PLACE | New Delhi |
| AUDIT TEAM | MKVS & Associates |
| AUDIT SCOPE | Transaction Vouching Inventory System Controls Internal Controls, Intra Unit Transaction,GST,TDS & Income Tax. |

AUDIT OBSERVATIONS

| | | | |
|----|---|-------------------|---|
| 1. | Stock Transfer | Audit Observation | There is no stock hence there is no transaction executed |
| 2. | Fixed Assets | Audit Observation | No Fixed Assets are held by the company |
| 3. | Bank Interest | Audit Observation | No Interest Costs are incurred by the company as the company does not have the debts bearing the interest cost |
| 4. | ESI and PE Employer Contribution | Audit Observation | The Company is not required to deduct ESI and PF as it is within the limits of its requirements. |
| 5. | Valuation of Work –in- Process and finished goods | Audit Observation | There is no Stock of work in process at the end of the year and accordingly valuation of finished is not required |
| 6. | Voucher | Audit Observation | On Vouching of Cash and Journal ,All Vouchers are made correctly |
| 7. | Prior Period Expenses | Audit Observation | Expenses which were related to previous year have been paid and there is not due in current year |

OTHER STATUTORY COMPLIANCES**STATUTORY COMPLIANCES UNDER INCOME TAX ACT****QUARTERLY RETURNS:****TDS return filed on or before due date (except for Quarter-1):**

| FORM NO | PARTICULARS | DUE DATE | DATE OF RETURN FILED |
|---------|---------------|----------|----------------------|
| 26Q | TDS FOR JUNE | 31-07-23 | 16.09.2023 |
| 26 Q | TDS FOR SEPT | 31-10-23 | 27.10.2023 |
| 26Q | TDS FOR DEC | 31-01-24 | 31-01-23 |
| 26Q | TDS FOR MARCH | 31-05-24 | NOT YET FILED |

INCOME TAX RETURNS:

| FORM | FINANCIAL YEAR | EXTENDED DUE DATE | DATE OF RETURN FILED |
|-------|----------------|-------------------|----------------------|
| ITR 6 | 2020-21 | 15-03-2022 | 24-11-2021 |
| ITR 6 | 2021-22 | 31-10-2022 | 19-10-2022 |
| ITR 6 | 2022-23 | 31-10-2023 | 09-09-2023 |

STATUTORY COMPLIANCES UNDER VARIOUS REGULATIONS OF SEBI**Quarter 1:**

| Regulations/Schedules | Particulars | Due date | Date of Return Filed |
|---|---|------------------------------------|----------------------|
| SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | |
| 13(3) | Investor Complaints | 21/07/2023 | 19/07/2023 |
| 27(2) | Compliance Report on Corporate Governance | 15/07/2023 | 10/07/2023 |
| 31(1)(b) | Shareholding Pattern | 21/07/2023 | 10/07/2023 |
| 33(3)(a) | Financial Results | 14/08/2023 | 14/08/2023 |
| SEBI (Depositories and Participants) Regulation, 2018 | | | |
| 74(5) | Compliance Certificate on Demat/Remat | 15/07/2023 | 10/07/2023 |
| SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 | | | |
| Schedule B | Closure of Trading Window | From the end of closure of quarter | 30/06/2023 |

Quarter 2:

| Regulations/Schedules | Particulars | Due date | Date of Return Filed |
|---|---|------------------------------------|----------------------|
| SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | |
| 13(3) | Investor Complaints | 21/10/2023 | 14/10/2023 |
| 27(2) | Compliance Report on Corporate Governance | 15/10/2023 | 16/10/2023 |
| 31(1)(b) | Shareholding Pattern | 21/10/2023 | 17/10/2023 |
| 33(3)(a) | Financial Results | 14/11/2023 | 11/11/2023 |
| SEBI (Depositories and Participants) Regulation, 2018 | | | |
| 74(5) | Compliance Certificate on Demat/Remat | 15/10/2023 | 11/10/2023 |
| SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 | | | |
| Schedule B | Closure of Trading Window | From the end of closure of quarter | 30/09/2023 |

Quarter 3:

| Regulations/Schedules | Particulars | Due date | Date of Return Filed |
|---|---|------------------------------------|----------------------|
| SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | |
| 13(3) | Investor Complaints | 21/01/2024 | 20/01/2024 |
| 27(2) | Compliance Report on Corporate Governance | 15/01/2024 | 19/01/2024 |
| 31(1)(b) | Shareholding Pattern | 21/01/2024 | 19/01/2024 |
| 33(3)(a) | Financial Results | 14/02/2024 | 15/02/2024 |
| SEBI (Depositories and Participants) Regulation, 2018 | | | |
| 74(5) | Compliance Certificate on Demat/Remat | 15/01/2024 | 09/01/2024 |
| SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 | | | |
| Schedule B | Closure of Trading Window | From the end of closure of quarter | 31/12/2023 |

Quarter 4:

| Regulations/Schedules | Particulars | Due date | Date of Return Filed |
|---|---|------------------------------------|----------------------|
| SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | |
| 13(3) | Investor Complaints | 21/04/2024 | 13/04/2024 |
| 27(2) | Compliance Report on Corporate Governance | 15/04/2024 | 13/04/2024 |
| 31(1)(b) | Shareholding Pattern | 21/04/2024 | 18/04/2024 |
| 33(3)(a) | Financial Results | 30/05/2024 | 30/05/2024 |
| SEBI (Depositories and Participants) Regulation, 2018 | | | |
| 74(5) | Compliance Certificate on Demat/Remat | 15/04/2024 | 08/04/2024 |
| SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 | | | |
| Schedule B | Closure of Trading Window | From the end of closure of quarter | 31/03/2024 |

GENERAL COMPLAINTS AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS, 2015)

| REGULATION | PARTICULARS | TIMELINE | TO BE CHECKED |
|------------|------------------------------|---|---|
| 14 | Listing Fees & Other Charges | Within due dates in the manner specified by SEBI | Timely Paid in such manner as specified by SEBI |
| 24 A | Secretarial Audit | Within 60 days of end of financial year | Not applicable as per Regulation 15 of SEBI LODR Regulation, 2015 |
| 29 | Notice for Board Meeting | 5 clear days in advance (financial Statements) | Notices for Board Meeting along with Annual Report have appropriately given |
| 30 | Outcome of Board | Within 30 Minutes of closure of meeting | Outcome of all BM have duly intimated |
| 34 | Annual Report | Not later than the day of commencement of dispatch to its shareholders and not less than 21 days before the AGM | The companies have duly submitted a copy of annual report to the stock exchange and also publish on its website on time |
| 42 | Notice for Record Date | At Least Seven Working Days | Intimation has duly given to stock exchange in respect of record date |

| | | | |
|----|---------------------------------|-------------------------------------|---|
| | | | |
| 44 | Submission of Voting Results | Within 48 hours of conclusion of GM | The voting results related to every GM have duly submitted |
| 46 | Maintain Website of the company | To be updated within 2 working days | The website of the company has accordingly maintained and updated on time |

Additional Observations: -

- 1) Out of total Sundry Creditors Outstanding as on 31.03.2024, one Creditors named - Amrit Seair P. Ltd. (S. Creditor) is unpaid for more than 45 days Rs. 129502/- being registered under MSME Act. –such amount to be disallowed u/s 43B(h) of the Income Tax Act, also as per Section 16 of MSMED Act,2006 interest provision is to be made at three times of the bank rate notified by RBI.
- 2) Following Creditors are unpaid for more than 180 days, related GST Inputs are to be reversed as per Rule 42 of CGST Rules,2017:-

| Name of the Party | Unpaid amt | Unpaid since | GST Reversal |
|-----------------------|---------------|--------------|--------------|
| Amrit Seair Pvt. Ltd. | Rs. 129502/- | 21.08.23 | 19755/- |
| SSS Overseas | Rs. 1644956/- | Aug 2023 | 203126/- |

- 3) TDS Return for the Fourth Quarter has not been filed yet.
- 4) **The Company should take appropriate action for following satisfaction of charge:-**

| S. No. | Name of the Bank | Date of Creation | Amount (In Rs.) |
|--------|------------------|------------------|-----------------|
| 1 | Canara Bank | 19.11.1996 | 35,00,000/- |
| 2 | Canara Bank | 11.07.1995 | 50,00,000/- |
| 3 | Canara Bank | 07.12.1994 | 50,00,000/- |

For M K V S & Associates
Chartered Accountant
Firm Regn. No.- 033629N



(CA Vijay Kr Sharma)
Partner
UDIN- 24550674BKFGRA4382
Place: New Delhi
Date : 29.05.2024

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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

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

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

(Rs. In Million)

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

For Manbro Industries Limited

Place: New Delhi
Date: 30.05.2024

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

Notes:

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

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta
Managing Director
DIN: 01234567

Managing Director

Place: New Delhi
Date: 30.05.2024

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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

Email ID: unimodeoverseaslimited@gmail.com,

Website: www.unimodeoverseas.in

Statement of Assets and Liabilities as at 31st March 2024

(Rs. in Millions)

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

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.

Rajiv Gupta

Managing Director

Managing Director

DIN: 01236018

Place: New Delhi
Date: 30.05.2024

MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED)

CIN:L47211DL1992PLC048444

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

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

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

For Manbro Industries Limited

For MANBRO INDUSTRIES LTD.Rajiv Gupta
Managing DirectorDIN: 01236018
Managing Director

Place: New Delhi

Date: 30.05.2024