

MANBRO INDUSTRIES LIMITED

(Formerly known as Unimode Overseas Limited)

Dated: 14.11.2023

To,
The Corporate Relationship Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

BSE Scrip Code: 512595 and Scrip Id: UNIMOVR

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Appointment of Additional (Independent) Director of the Company

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), we would like to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have approved the appointment of Mr. Pankaj Kumar (DIN: 07342382) as an Additional Director in the category of Independent Director of the Company.

Mr. Pankaj kumar (DIN: 01389386) will be a Non-Executive, Independent Director and he is not related to the Promoter or Promoter Group and fulfills the criteria of independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Listing Regulations. Further, this is to confirm that Mr. Pankaj Kumar (DIN: 01389386) is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other authority.

Detail on above mentioned changes in Director is provided in Annexure-I

This is for your information and record.

Thanking You

Yours Faithfully

For **MANBRO INDUSTRIES LIMITED**
(Formerly known as Unimode Overseas Limited)

RAJIV Digitally signed
by RAJIV GUPTA
Date: 2023.11.14
GUPTA 18:23:09 +05'30'

Rajiv Gupta
Managing Director
DIN: 01236018

Regd office: C-18 Shivaji Park, Punjabi Bagh, New Delhi - 110026

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

CIN No: L47211DL1992PLC048444 | Tel no: +91 8447976925

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Annexure-I

Disclosure required pursuant to Regulation 30 of the Listing Regulations read with Para A of Schedule III to the Listing Regulations read with the SEBI Circular having reference no. CIR/CFD/CMD/4/2015 dated September 9 2015, with regard to change in Directors and Key Managerial Personnel is given herein under:

Appointment of Mr. Pankaj Kumar (DIN 01389386)

S.No.	Particulars	Information of such event
1.	Reason for Change viz. Appointment, Resignation, Removal, Death or Otherwise	Appointment of Mr. Pankaj Kumar as an additional (Non-Executive Independent) Director
2.	Date of Appointment / Cessation & Term of appointment	Appointed w.e.f. November 10, 2023 in the category of Non-Executive Independent Director.
3.	Brief Profile	With a solid 33-year background in raw cloth trading, he is graduated from Delhi University with B.com Hons. He has cultivated practical business expertise in export and import. In the last 8 years, he has served as the Director at a tech company, seamlessly blending his traditional business know-how with modern tech trends.
4.	Disclosure of relationships	He is not related to any of the Directors on the Board.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 dated June 20, 2018.	Mr. Pankaj Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S MANBRO INDUSTRIES LIMITED HELD ON FRIDAY, THE 10TH DAY OF NOVEMBER, 2023 AT REGISTERED OFFICE AT C-18 SHIVAJI PARK, PUNJABI BAGH, NEW DELHI – 110026 AT 01:00 P.M. AND CONCLUDED AT 03.00 P.M

APPOINTMENT OF MR. PANKAJ KUMAR (DIN: 01389386) AS AN ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mr. Pankaj Kumar as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 10th November, 2023 to hold office till the conclusion of the next Annual General Meeting.”

RESOLVED FURTHER THAT any of the Directors for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the Directors for the time being be and is hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

ACCEPTANCE OF RESIGNATION OF MS. NALINI GUPTA (DIN: 10241569) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** the resignation of **MS. NALINI GUPTA, (DIN: 10241569)** from the directorship of the Company be and is hereby accepted with effect from 10th November, 2023.

RESOLVED FURTHER THAT the Board placed on record his appreciation for the assistance and guidance provided during her tenure as Non-Executive Director of the Company.

RESOLVED FURTHER THAT the board, be and is hereby authorized to do all the acts, deeds and things which are necessary for the resignation of aforesaid person from the directorship of the Company.

RESOLVED FURTHER THAT any of the Directors for the time being be and is hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

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ACCEPTANCE OF RESIGNATION OF MR. RAKESH WADHAWAN (DIN: 07079353) FROM THE POST OF INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED THAT the resignation of Mr. Rakesh Wadhawan (DIN: 07079353) from the directorship of the Company be and is hereby accepted with immediate effect i.e. 10th November, 2023.

RESOLVED FURTHER THAT the Board placed on record his appreciation for the assistance and guidance provided during her tenure as Independent Director of the Company.

RESOLVED FURTHER THAT the board, be and is hereby authorized to do all the acts, deeds and things which are necessary for the resignation of aforesaid person from the directorship of the Company.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

Certified true copy

For MANBRO INDUSTRIES LIMITED
(Formerly known as Unimode Overseas Limited)

For MANBRO INDUSTRIES LTD.


Rajiv Gupta
Managing Director
DIN: 01236018

Managing Director

Place: New Delhi
Date: 10-11-2023

Regd office: C-18 Shivaji Park, Punjabi Bagh, New Delhi - 110026

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

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Declaration of Independence

To,

The Board of Directors

MANBRO INDUSTRIES LIMITED
C 18 Shivaji Park Punjabi Bagh,
Delhi-110026

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015:

I, Pankaj Kumar S/o Sh. Gurucharan Lal Kumar, R/o BE-36, 2nd Floor, Near Reserve Bank Colony, Shalimar Bagh West, Delhi- 110088, hereby certify that I am proposed to be appointed as Non-executive Additional Independent Director of Manbro Industries Limited (Formerly known as Unimode Overseas Limited) and comply with all the criteria of independent director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of his total income with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives—
 - (i) Is holding any security of or interest in the company, its holding, subsidiary or associate company of face value exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company during the two immediately preceding financial years or during the current financial year;
 - (ii) Is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors in excess of 50 lakhs rupees at any time during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company in excess of 50 lacs rupees at any time during the two immediately preceding financial years or during the current financial year; or
 - (iv) Has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in Point (i), (ii) or (iii);]

5. Neither me nor any of my relatives holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year.

6. Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—

(a) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

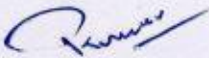
7. Holds together with his relatives 2% or more of the total voting power of the company; or

8. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

9. I possess appropriate skills, experience and knowledge in one or more fields of finance / law/ management / sales / marketing / administration / research / corporate governance / technical operations/other disciplines related to Power Exchange business.

Thanking you,

Yours faithfully,



Pankaj Kumar

Date: 08.11.2023

Place: Delhi