

Date: Tuesday, December 17, 2024

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India

Respected Sir/ Madam,

Subject : Open Offer made by Mr. Mangi Lal Goenka (Acquirer 1), Mr. Sunil Kumar Goenka (Acquirer 2), Mr. Binod Kumar Goenka (Acquirer 3), and Mr. Dilip Kumar Goenka (Acquirer 4), the Acquirers, for acquisition of up to 26,39,273 Offer Shares representing 26.00% of the Expanded Voting Share Capital of Manbro Industries Limited, the Target Company, from the Public Shareholders of the Target Company.

We would like to inform you that, Mr. Mangi Lal Goenka (Acquirer 1), Mr. Sunil Kumar Goenka (Acquirer 2), Mr. Binod Kumar Goenka (Acquirer 3), and Mr. Dilip Kumar Goenka (Acquirer 4), (hereinafter collectively referred to as the '**Acquirers**') have entered into a Share Subscription Agreement dated Wednesday, August 28, 2024, with Manbro Industries Limited (Formerly known as Unimode Overseas Limited) ('**Target Company**') for acquisition of Equity Shares and Convertible Warrants subject to the approval of the members and other regulatory approvals, if any ('**Share Subscription Agreement**').

In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement, the Acquirers shall be allocated and allotted (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 42,00,000 representing 41.38% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,30,00,000.00/-, and 15,50,000 convertible warrants (post-conversion into Equity Shares representing 15.27% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹10,07,50,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement ('**Underlying Transaction**'). This Underlying Transaction triggered this mandatory Open Offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation.

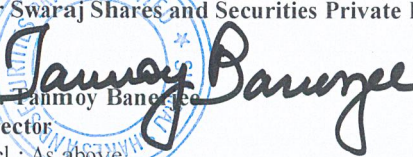
In culmination of the aforesaid facts, we would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the SEBI (SAST) Regulations, we Swaraj Shares and Securities Private Limited, have been appointed as the Manager to the Offer ('**Manager**'), and the Acquirers have announced an open offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 26,39,273 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company from its Public Shareholders at an Offer Price of ₹65.00/- per Offer Share, determined in accordance with the parameters prescribed under Regulation 8 of the SEBI (SAST) Regulations.

In light of the above and in accordance with the provisions of Regulations 18(7) of the SEBI (SAST) Regulations, the Pre-Open Offer Advertisement ('**Pre-Open Offer**') for the aforesaid Offer have been published today, i.e., Tuesday, December 17, 2024 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), ('**Newspapers**') and the same have been enclosed herewith for your kind perusal.

We hope your good self will find the above in order and request you to kindly upload the Pre-Open Offer Advertisement on your website at the earliest.

Thanking you,

Yours faithfully,
For Swaraj Shares and Securities Private Limited


Mr. Tanmoy Banerjee
Director
Encl.: As above

Swaraj Shares and Securities Private Limited

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Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093, Maharashtra, India

6. "4.5.2. As on date of this date, except for being the shareholders of the Target Company in pursuance of the Share Subscription Agreement, the Acquirers, do not have any other interest or any other relationship in or with the Target Company."
7. "4.5.12. As on the date of this date, the Acquirers have been allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital, and 15,50,000 Convertible Warrants (convertible into 1 Equity Share). This has resulted in a change in the control of the Target Company. Subsequently, pursuant to the completion of Offer, the Acquirers shall make an application to BSE Limited in accordance and in compliance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations for classification of themselves as new promoters of the Target Company."

VII) Paragraph 5 titled as 'Background of the Target Company'

1. "5.4.2. Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options, etc., which are convertible into Equity Shares at a later stage. However, of this date, the Target Company has allotted 43,50,000 Convertible Warrants (convertible into 1 Equity Share);"
2. "5.4.4. Equity Shares that are subject to lock-in. However, of this date, the Equity Shares and Convertible Warrants allotted in pursuance of the Preferential Issue are subjected to lock-in in accordance with the provisions of SEBI (ICDR) Regulations;"
3. "5.4.5. Outstanding Equity Shares that have been issued but not listed on the any stock exchange. However, of this date, the Equity Shares and Convertible Warrants allotted in pursuance of the Preferential are issued but not listed on BSE Limited;"
4. "5.9. The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Shares and Expanded Voting Share capital), assuming full acceptance under this Offer is as specified below:

Shareholders' Category	Shareholding/voting rights prior to the acquisition and Offer		Equity Shares/voting rights acquired through Preferential Issue				Equity Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding/voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)				(C)		(D)	
	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares issued and allotted vide Preferential Issue	No. of Convertible Warrants issued and allotted (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares)	Total No. of Equity Shares post-Preferential Issue of Equity Shares and Convertible Warrants (Converted into Equity Shares)	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital
1. Promoter and Promoter Group										
a) Existing Promoters										
Mr. Halder Gupta	37,507	0.37%	--	--	--	--	--	--	--	--
Mr. Kanhiya Gupta	45,822	0.45%	--	--	--	--	--	--	--	--
Mr. Rajiv Gupta	50,020	0.49%	--	--	--	--	--	--	--	--
Total (a)	1,33,349	1.31%	--	--	--	--	--	--	--	--
b) Promoters other than (a) above										
Total 1 (a+b)	1,33,349	1.31%	--	--	--	--	--	--	--	--
2. Acquirers										
Mr. Mangi Lal Goenka	--	--	5,25,000	1,93,750	7,18,750	7.08%				
Mr. Sunil Kumar Goenka	--	--	5,25,000	1,93,750	7,18,750	7.08%				
Mr. Binod Kumar Goenka	--	--	11,55,000	4,26,250	15,81,250	15.58%	26,39,273	26.00%	83,89,273	82.64%
Mr. Dilip Kumar Goenka	--	--	19,95,000	7,36,250	27,31,250	26.91%				
Total 2	--	--	42,00,000	15,50,000	57,50,000	56.64%	26,39,273	26.00%	83,89,273	82.64%
3. Parties to Share Purchase Agreement other than 1(a) & 2										

Shareholders' Category	Shareholding/voting rights prior to the acquisition and Offer		Equity Shares/voting rights acquired through Preferential Issue				Equity Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding/voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)				(C)		(D)	
	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares issued and allotted vide Preferential Issue	No. of Convertible Warrants issued and allotted (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares)	Total No. of Equity Shares post-Preferential Issue of Equity Shares and Convertible Warrants (Converted into Equity Shares)	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Shareholding and Voting Share Capital
4. Public (other than Parties to Agreement and Acquirer) #										
a. FIs/ MFs/ FIs/ Banks/ SFIs - Banks	50	--	--	--	--	--	--	--	--	--
b. Others	3,67,651	3.62%	--	--	--	--	--	(3,67,701)	(3.62%)	--
c. Considering that, the Promoters declassifies herself from the 'promoter and promoter group' category of the Target Company, and sell their shares	--	--	--	--	--	--	--	--	--	1,33,349 1.31%
d. Preferential Issue (As specified under Clause 5)	--	--	11,00,000	28,00,000	39,00,000	38.42%	(22,71,572)	(22.38%)	16,28,428	16.04%
Total 4 (a+b+c+d)	3,67,701	3.62%	11,00,000	28,00,000	39,00,000	38.42%	(26,39,273)	(26.00%)	17,61,777	17.36%
GRAND TOTAL (1+ 2+ 3+ 4)	5,01,050	4.94%	53,00,000	43,50,000	96,50,000	95.06%	-	-	1,01,51,050	100.00%
5. Preferential Issue										
Preferential Issue of Equity Shares and Convertible Warrants (considering exercise, conversion, and allotment of Equity Shares in pursuance of conversion of Warrants)	96,50,000	95.06%	(53,00,000)	(43,50,000)	(96,50,000)	(95.06%)	--	--	--	--
Total (5)	96,50,000	95.06%	(53,00,000)	(43,50,000)	(96,50,000)	--	--	--	--	--
GRAND TOTAL (1+ 2+ 3+ 4+5)	1,01,51,050	100.00%	Nil	Nil	Nil	Not Applicable	--	--	--	--

VIII) Paragraph 7 titled as 'Terms and Conditions of the Offer'

1. "7.14. Locked-in Shares

As of this date, in pursuance of the Preferential Issue, the Equity Shares and Convertible Warrants allotted are subject to lock-in requirements as specified under the provisions of Regulation 167 of the SEBI (ICDR) Regulations

The locked-in Equity Shares, if any, may be tendered in the Offer and transferred to the Acquirers subject to the continuation of the residual lock-in period in the hands of the Acquirers, as may be permitted under applicable law. The Manager to the Open Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares."

The Acquirers accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirers have been duly and legally authorized to sign this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.unimodeoverseas.in in the Registrar to the Offer at www.integratedindia.in, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com.

Issued by the Manager to the Offer on behalf of the Acquirers

SWARAJ

SWARAJ SECURITIES PRIVATE LIMITED

Swaraj Shares and Securities Private Limited

Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

Telephone Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Investors Grievance Email Address: investor.relations@swarajshares.com

Website: www.swarajshares.com

Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel

SEBI Registration Number: INM00012980

Validity: Permanent

Date: Monday, December 16, 2024

Place: Mumbai

On Behalf of the Acquirers

Sd/-

Mr. Binod Kumar Goenka

Acquirer 3