

Date: Tuesday, December 17, 2024

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

Respected Sir/ Madam,

SubjectOpen 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,

Director Encl.: As above

Yours faithfully For Swaraj Shares and Securities Private Limited

Swaraj Shares and Securities Private Limited

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PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

MANBRO INDUSTRIES LIMITED (Formerly known as Unimode Overseas Limited)

A public limited company incorporated under the provisions of the Companies Act, 1956 Corporate Identification Number: L47211DL1992PLC048444; Registered Office: C 18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), New Delhi - 110026, Delhi, India;

Contact Number: +91-84479-76925; E-mail Address: unimodeoverseaslimited@gmail.com; Website: www.unimodeovers

THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS BEING ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, FOR ON BEHALF OF 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), COLLECTIVELY REFERRED TO AS 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, AT AN OFFER PRICE OF ₹65.00/- PER OFFER SHARE PAYABLE IN CASH, TO ITS PUBLIC SHAREHOLDERS, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18 (7) OF SEBI (SAST) REGULATIONS ('PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT')

Documents for Ins

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Wednesday, August 28, 2024 ('Public Announcement'), (b) Detailed Public Statement dated Friday, August 30, 2024, in connection with this Offer, published on behalf of the Acquirers on Monday, September 02 Process, Faculty Construction, and Construction and Construction and Construction of the Requires of microarching, September 2024, in Financial Express (English daily) (All India Edition), Janastita Chinici daily) (All India Edition), and Murmbai Lakshadeep (Marathi daily) (Murmbai Edition) ('Newspapers') ('Detailed Public Statement'), (c) Draft Letter of Offer dated Thursday, September 05, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations ('Draft Letter of Offer'), (d) Letter of Offer dated Thursday, December 05, 2024, along with the Form of Acceptance-cum-Acknowledgement ('Letter of Offer'), (e) Recommendations of the Independent Directors of the Target Company which were approved on Saturday, December 14, 2024, and published in the Newspapers on Monday, Decemb 16, 2024, ('Recommendations of the Independent Directors of the Target Company') (the Public Announcement, Detail Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Prent cum Corrigendum to the Detailed Public Statement of the Target Company are herei Offer Advertisen eferred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers.

Public Shareholders of the Target Company are requested to kindly note the following

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 9 of the Letter of Offer

A. Offer Price

The Offer is being made at a price of ₹65.00/- per Offer Share payable in cash and there has been no revision in the Offer Price

Recommendations of the Committee of Independent Directors ('IDC')

A Committee of Independent Directors of the Target Company comprising of Mr. Pankaj Kumar, as the Chairperson of the IDC and Ms. Shriya, as the member of IDC, who approved their recommendation on this Offer on Saturday, December 14, 2024, and published in the Newspapers on Monday, December 16, 2024. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulat Public Shareholders may, therefore, independently evaluate the offer and take an informed decision

Other details with respect to Offer

This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no com bid to the Offer

The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appeared or Wednesday, December 04, 2024, being the Identified Date on Wednesday, December 11, 2024, through registered post to those Public Shareholders who have not registered their e-mail addresses with the Depositories/Target Company, and vide electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories/Target Company,

The Draft Letter of Offer dated Thursday, September 05, 2024, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide Observation letter bearing reference number 'SEBI/HO/CFD/DCR/RAC-1/P/OW/2024/37187/1 dated Monday, December 02, 2024, have been incorporated in the Letter of Offer. There have been no other material changes in relation to the Offer, as otherwise disclosed in the Letter of Offer.

Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in. the Target Company at www.unimodeoverseas.in, the Registrar to the Offer at www.skylinerta.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print

Instructions for Public Shareholders

- a) In case of Equity Shares are held in the Dematerialized Form: The Public Shareholders who are holding Equity Shares in electronic/demarkatilized form and who desire to tender their Equity Shares in this Offer shale approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tenderin Period. For further information, kindly refer to Paragraph 8.15. titled as 'Procedure for tendering the Equity Shares held in Dematerialized Form' on page 43 of the Letter of Offer.
- In case of Equity Shares are held in Physical Form: As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR P2020144 dated 31 July 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical time and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verificatio procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, upproceedings to be generated on instances of the provided shareholders in same order and as perified sharehold PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.14. titled as 'Procedure for Equity Shares held in Physical Form' on page 42 of the Letter of Offer.
- Procedure for tendering the Equity Shares in case of non-receipt of the Letter of Offer: Public Shareholders who have acquired Equity Shares but hows names do not appear in the records of Depositories on the lefthild Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Targel Company may also participate in this officient measure of the receipt of the rece in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.17. titled as 'Procedure for tendering Equity Shares in case of non-receipt of the Letter of Offer' on page 44 of the Letter of Offer

Status of Statutory and Other Approvals

As on the date of this Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement, the Target Company is in receipt of In-Principle Approval from BSE Limited vide letter bearing reference number 'LOO/PREF/AM/FIP/1353/2024-25 dated Friday, November 22, 2024, for the Preferential Issue of 53,00,000 Equity Shares and 43,50,000 warrants convertible into 43,50,000 Equity Shares to the proposed Acquirers and other non-promoters on a preferential basis, except as stated aforesaid, there are no additional statutory approval(s) required to acquire the Equity Shares that are validly tendered pursuant to this Offer or complete this Offer. For further details kindly refer to Paragraph 7.16 titled as 'Statutory Approvals and conditions of the Offer' at page 38 of the Letter of Offer.

Procedure for Acceptance and Settlement of Offer

This Offer will be implemented by the Acquirers through Stock Exchange mechanism made available by BSE Limited in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended read along with SEBI Circular CFD/ DCR2/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as 'Procedure for Accepta and Settlement of the Offer' on page 40 of the Letter of Offer.

The copies of the following documents will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andher East, Mumbai- 400093, Maharashtra, India on any Working Day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Wednesday, December 18, 2024 to Wednesday, January 01 2025 Europer in light of SEBI Circular SEBI/HO/CED/DCR2/CIR/P/2020/139 dated July 27 2020 read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line ["Documents for Inspection -MANBRO Open Offer"], to the Manager to the Open Offer at takeover@swarajshares.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of docume For further information, kindly refer to the Paragraph 10 titled as 'Documents for Inspection' on page 54 of the Letter of Offer.

Corrigendum to the Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer I.

This Corrigendum to the Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer is intended to clarify and update certain disclosures provided in the Letter of Offer. The following material updates occurring after filing of the Letter of Offer, have been made which are more particularly disclosed in the following paragraphs

I) Cover Page of the Letter of Offer:

The clause 8 of the Cover Page of the Letter of Offer stands modified and shall be read as follows

In accordance with Regulation 23 (1) of the SEBI (SAST) Regulations, this Offer, shall not be withdrawn except under the following circumstances: (a) Statutory Approvals required for the Open Offer or for effecting the acquisitions attracting the obligation to make this Offer under these SEBI (SAST) Regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the Detailed Public Statement and the Letter of Offer. However, as of this date, this clause is not applicable. The Acquirers have received the following requisite statutory approvals: (i) SEBI Observation Letter bearing reference number 'SEBI/HO/CFD/DCR/RAC-1/P/OW/2024/37187/1' dated Monday, December 02, 2024, confirming statutory approval for the Open Offer, and (iii) In-Principle Approval from BSE Limited vide letter bearing reference number LOD/PREF/AM/FIP/1353/2024-25, dated Friday, November 22, 2024, for the Preferential Issue of 53,00,000 Equity Shares and 43,50,000 warrants convertible into 43,50,000 Equity Shares, issued to the proposed Acquirers and other non promoters on a preferential basis. Accordingly, the statutory approvals required under the SEBI (SAST) Regulations to trigger the obligation for the Offer have been duly obtained; (b) Any Acquirer, being a natural person, has died; (c) Any condition stipulated in the Share Subscription Agreement for acquisition of Equity Shares and Convertible Warrants proposed to be allotted in pursuance of Preferential Issue attracting the obligation to make this Offer are not met for reasons outside the reasonable control of the Acauirers, and such Share Subscription Agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and the Letter of Offer. However, as of this date, this clause is not applicable, as the allotment of Equity Shares and Convertible Warrants in pursuance of the Preferential Issue to the Acquirers have been completed on Saturday, December 07, 2024; (d) If SEBI determines that circumstances merit the withdrawal of the Offer, in which case SEBI shall issue a reasoned order permitting the withdrawal, which will be published on SEBI's official website. However, it is essential to note that the Acquirers are not permitted to withdraw this Offer based on the Public Announcement if the proposed acquisition through the Preferential Issue does not succeed. In the event of the withdrawal of the open offer, the Acquirers shall, through the Manager to the Offer, within 2 Working Days of such withdrawal, make an announcement in the Newspapers in which the Detailed Public Statement for this Offer was published, providing the grounds and reasons for the withdrawal. Simultaneously with the announcement, the Acquirers shall inform in writing the SEBI, BSE Limited, and the Target Company at its registered office.

II) Risk Factors

1. The Paragraph on Risk Factors on page 3 of the Letter of Offer stands modified and shall be read as follows:

"The risk factors set forth below pertain to this Offer, the Underlying Transaction contemplated under the Share Subscription Agreement (As of this date, this clause is not applicable, as the allotment of Equity Shares and Convertible Warrants in pursuance of the Preferential Issue to the Acquirers was completed on Saturday, December 07, 2024) and association with Acquirers, and do not pertain to the present or future business or operations of the Targel Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a comp rehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer, but are merely indicative. Public Shareholders are advised to consult their legal advisor, stock broker and consultant and/ or tax advisors, for analyzing all the risks with respect to their participation in the Offer A. Risks relating to Underlying Transaction

- 1. The consummation of the Underlying Transaction was subjected to various conditions precedent as specified under the Share Subscription Agreement, including.
- 1.1. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of expiry of the period specified Regulation 20 (1) of the SEBI (SAST) Regulations or the date of receipt of all statutory appr required for completion of open offer under Takeover Regulations, in case no offer is made under Regulation 20 (1) of the SEBI (SAST) Regulations. However, as of this date, this clause is not applicable, as the allotment of Equity Shares and Convertible Warrants in pursuance of the Preferential Issue to the Acquirers was completed or Saturday, December 07, 2024.
- 1.2. The Acquirers are financially responsible, able to meet all obligations hereunder, and acknowledge that this investigation of the second will be long-term and is by nature speculative
- 1.3. The Acquirers have received and carefully read and are familiar with the Share Subscription Agreement, and all other documents in connection therewith, and the Acquirers confirm that all documents pertaining to the investment in the Company have been made available to the subscribers.
- 1.4. The Acquirers have relied only on the information contained in the Share Subscription Agreement and that no written or ral representation or information that is in any way inconsistent with the Share Subscription Agreement
- 1.5. The Target Company hereby represents that the subscription Shares allotted under the Share Subscription Agreement will be duly authorized and validly issued under applicable Laws including in particular in accordance with the SEBI Approval, and shall be free and clear of any and all Encumbrances. However, as of this date, this clause is not applicable, as the allotment of Equity Shares and Convertible Warrants in pursuance of the Preferential Issue to the Acquirers was completed on Saturday, December 07, 2024.

1.6. There being no breach of any warranties provided in the Share Subscription Agreement by the Target Company.

- 1.7. No action, suit, proceeding, claim, arbitration or investigation having been brought by any person and no inquiry having been brought by any governmental authority, in each case, seeking to restrain or prohibit the consummation of the nsaction under the Transaction Documents.
- 1.8. The Target Company shall obtain the 'In-Principle' approval from the BSE Limited for listing of the Equity Shares to be allotted to the Acquirers and other non-promoters investors as part of the Preferential Allotment, and delivered to the Acquirers, a certified true copy of the resolutions passed at the general meeting of the shareholders of the Target Company approving, amongst other things, the proposed issuance and allotment of Equity Shares to be allotted to the Acquirers. However, as of this date, this clause is not applicable, as the Target Company is in receipt of the In-Principle

TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT).								
"3.1.3. The details of the Underlying Transaction is stated hereunder:								
Type of Transaction	(direct/ indirect)	Direct Acquisition						
Mode of Transactic Market purchase)	n (Agreement/ Allotment/	On Saturday, December 07, 2024, the Acquirers have been allotted 42.00.000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company, and 15.50.000 convertible warrants (post-conversion into Equity Shares representing 15.27% of the Expanded Voting Share Capital of the Target Company. The Acquirers have fully paid an aggregate consideration of ₹2.7,30,00,000.00/-, for the allotted 42.00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company. And 15.60.000 convertible warrants (post-conversion into Equity Shares, sensitive 41.38% of the Expanded Voting Share Capital of the Target Company. Additionally, for the 15.00.000 convertible warrants (which, upon conversion into Equity Shares, would represent 15.27% of the Expanded Voting Share Capital of the Target Company) aggregating to a total consideration of ₹10,07,50,000.00,. an amount of ₹2.518,500.00/- has been paid towards the application for their allotment. The balance amount of ₹7,55,62,500.00/- shall be payable by the Acquirers have acquired substantial Expanded						
		Voling Share Capital along with complete control over the management of the Target Company. 57,50,000						
Equity Shares / Voting rights	Number of Equity Shares							
acquired/proposed to be Acquired	% vis-à-vis Total Expanded Voting Share Capital	56.64%						
Total Consideration Rights acquired	for Equity Shares / Voting	₹37,37,50,000.00/-						
Mode of payment (C	ash/ securities)	Cash						
Specific Regulation of which has triggered	of SEBI (SAST) Regulations	Regulations 3(1), and 4 of the SEBI (SAST) Regulations						

3. "3.1.4.4. 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 Warrants of ₹65.00/- each (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 Equity Shares held by the existing Promoters will be reclassified as public in accordance with the provisions o Regulation 31A of the SEBI (LODR) Regulations."

4. "3.1.4.8. The Preferential Issue of Equity Shares and Convertible Warrants are subjected to lock-in in accordance with the provisions of SEBI (ICDR) Regulations."

"3.1.8 The current and proposed shareholding pattern of Acquirers in the Target Company and the details of the acquisitio are as follows

	Mr. Mangi Lal Goenka, Acquirer 1		Mr. Sunil Kumar Goenka, Acquirer 2		Mr. Binod Kumar Goenka, Acquirer 3		Mr. Dilip Goer Acqui	ıka,	Total	
Details	Number of Equity Shares	% of Expan- ded Voting Share Capital	Number of Equity Shares	% of Expan- ded Voting Share Capital	Number of Equity Shares	% of Expan- ded Voting Share Capital	Number of Equity Shares	% of Expan- ded Voting Share Capital	Number of Equity Shares	% of Expan- ded Voting Share Capital
Shareholding as on the Public Announcement date	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Equity Shares acquired between the Public Announcement date and the Detailed Public Statement date	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Equity Shares allotted	through Sha	are Subsc	ription Agre	ement on	Saturday, D	ecember)	07, 2024			
(a) Preferential Issue of Equity Shares	5,25,000	5.17%	5,25,000	5.17%	11,55,000	11.38%	19,95,000	19.65%	42,00,000	41.38%
(b) Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares)	1,93,750	1.91%	1,93,750	1.91%	4,26,250	4.20%	7,36,250	7.25%	15,50,000	15.27%
Equity Shares proposed to be acquired in the Offer, assuming full acceptance of the Offer Shares in the Offer, on a diluted basis on 10 ⁿ Working Day after closing of the Tendering Period	-	-	-	-	-	-	-	-	26,39,273	26.00%
Post-Offer Shareholding assuming full acceptance of the Offer Shares in the Offer, on a diluted basis on 10 ^m Working Day after closing of the Tendering Period	7,18,750	7.08%	7,18,750	7.08%	15,81,250	15.58%	27,31,250	26.91%	83,89,273	82.64%

6. "3.1.10 The Acquirers have been allotted 42,00,000 Equity Shares, representing 41.38% of the Expanded Voting Share Capital of the Target Company, for an aggregate consideration of ₹27,30,00,000/-, which has been fully paid. Additionally, for the 15,50,000 convertible warrants (which, upon conversion into Equity Shares, would represent 15.27% of the Expanded Voting Share Capital of the Target Company) aggregating to a total consideration of ₹10,07,50,000/-, an amount of ₹2,51,87,500.00/- has been paid towards the application for their allotment. The balance amount of ₹7,55,62,500.00/- shall be payable by the Acquirers at a future date. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms nd conditions set out in the Offer Documents."

IV) Paragraph 3.2. titled as 'Details of the proposed Offer' under the Paragraph 3 titled as 'Details of the Offer'

"3.2.8. The Acquirers have not acquired any Equity Shares during period of 52 weeks prior to the date of the Public Announcement. Further, except for the 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital, and 15,50,000 Warrants of ₹65.00/- each (convertible into 1 Equity Share) having been allotted to the Acquirers on Saturday, December 07, 2024, the Acquirers have not purchased any Equity Shares from the

Revised Schedule of Activities

Schedule of Activities	Tentative Schedule of Activities (Day and Date)	Actual Schedule of Activities (Day And Date)				
Date of the Public Announcement	Wednesday, August 28, 2024	WEDNESDAY, AUGUST 28, 2024				
Publication date of the Detailed Public Statement in the Newspapers	Monday, September 02, 2024	MONDAY, SEPTEMBER 2, 2024				
Date of filing of the Draft Letter of Offer with SEBI	Thursday, September 05, 2024	THURSDAY, SEPTEMBER 05, 2024				
Last date for public announcement for a competing offer(s) ⁽¹⁾	Tuesday, September 24, 2024	TUESDAY, SEPTEMBER 24, 2024				
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received	Friday, September 27, 2024	MONDAY, DECEMBER 02, 2024				
Identified Date ⁽²⁾	Tuesday, October 01, 2024	WEDNESDAY, DECEMBER 04, 2024				
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, October 09, 2024	WEDNESDAY, DECEMBER 11, 2024				
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Monday, October 14, 2024	MONDAY, DECEMBER 16, 2024				
Last date for upward revision of the Offer Price and / or the Offer Size	Tuesday, October 15, 2024	TUESDAY, DECEMBER 17, 2024				
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Tuesday, October 15, 2024	TUESDAY, DECEMBER 17, 2024				
Date of commencement of Tendering Period	Wednesday, October 16, 2024	WEDNESDAY, DECEMBER 18, 2024				
Date of closing of Tendering Period	Tuesday, October 29, 2024	WEDNESDAY, JANUARY 01, 2025				
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders ⁽⁰⁾	Wednesday, November 13, 2024	WEDNESDAY, JANUARY 15, 2025				

Note.

(1) There has been no competing offer for this Offer

- (2) Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time during the Tendering Period.
- (3) To clarify, the action set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

22, 2024, for the Preferential Issue of 53,00,000 Equity Shares and 43,50,000 warrants convertible into 43,50,000 Equity Shares, issued to the proposed Acquirers and other non-promoters on a preferential basis, and, as the allotment of Equity Shares and Convertible Warrants in pursuance of the Preferential Issue to the Acquirers was completed on Saturday, December 07, 2024.

- 1.9. The aforesaid Preferential Issue of Equity Shares and Convertible Warrants are subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required if any. However, as of the date of the Letter of Offer, this clause is not applicable, the preferential issue was approved by the Board of Directors of the Target Company at their meeting held on Wednesday, August 28, 2024, by the members on at their annual genera meeting held on Wednesday. September 25, 2024, and in pursuance of which an In-Principle Approval was issued by BSE Limited, vide letter reference number LOD/PREF/AM/FIP/1353/2024-25, dated Friday, November 22, 2024, for the issue of 53,00,000 fully paid-up Equity Shares of face value of ₹10,00/- each at a preferential issue price of ₹65,00/- per Equity Share and also 43,50,000 Warrants for cash at a price of ₹65.00/- per Convertible Warrant. Each Warrant is convertible into equal number of Equity Shares of the Target Company
- 2. The Underlying Transaction was subject to completion risks as would be applicable to similar transactions.
- 2. The following stated clauses under the Paragraph titled as 'B. Risks relating to this Offer' on page 4 of the Letter of Offer stands modified and shall be read as follows:
- "1. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share Subscription Agreement, the Acquirers have been allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company, and 15,50,000 convertible warrants (post-conversion into Equity Shares representing 15.27% of the Expanded Voting Share Capital of the Target Company), on Saturday, December 07, 2024. The Acquirers have fully paid an aggregate consideration of ₹27,30,00,000.00/-, for the allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company. Additionally, for the 15,50,000 convertible warrant (which, upon conversion into Equity Shares, would represent 15.27% of the Expanded Voting Share Capital of the Target Company) aggregating to a total consideration of ₹10,07,50,000.00/-, an amount of ₹2,51,87,500.00/- has bee paid towards the application for their allotment. The balance amount of ₹7,55,62,500,00/- shall be payable by the Acquirers at a future date
- "3. This Underlying Transaction resulted in the Acquirers acquiring more than 25.00% of the Expanded Voting Share Capital of the Target Company. Hence, this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Subscription Agreement acquisition of substantial number of equity shares, voting rights, and control over the Target Company

III) Paragraph 3.1. titled as 'Background of the Offer' under the Paragraph 3 titled as 'Details of the Offer'

In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share 1. "3.1.2 Subscription Agreement, the Acquirers have been allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company, and 15,50,000 convertible warrants (post-conversion into Equity Shares representing 15.27% of the Expanded Voting Share Capital of the Target Company), on Saturday, December 07, 2024. The Acquirers have fully paid an aggregate consideration of ₹27,30,00,000.00/-, for the allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company. Additionally, for the 15,50,000 convertible warrants (which, upon conversion into Equity Shares, would represer 15.27% of the Expanded Voting Share Capital of the Target Company) aggregating to a total consideration of ₹10,07,50,000.00/-, an amount of ₹2,51,87,500.00/- has been paid towards the application for their allotment. The balance amount of ₹7,55,62,500.00/- shall be payable by the Acquirers at a future date. The acquisition resulted in the change in control and management of the Target Company."

date of the Public Announcement to this date.

V) Paragraph 3.3. titled as 'Object of the Offer' under the Paragraph 3 titled as 'Details of the Offer'

1. "3.3.1 This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Subscription Agreement for the acquisition of substantial number of equity shares, voting rights, and control over the Target Company. The Underlying Transaction resulted in the Acquirers acquiring more than 25,00% of the Expanded Voting Share Capital of the Target Company Pursuant to this Offer, the Acquirers shall acquire up to 82.64% of the Expanded Voting Share Capital of the Target Company (assuming Warrants are converted into Equity Shares and full acceptance of the Offer Shares in the Offer, on a diluted basis on 10th Working Day after closing of Tendering Period)."

VI) Paragraph 4 titled as 'Background of Acquirers'

- 1. "4.1.4. On Saturday, December 07, 2024, in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share Subscription Agreement, Acquirer 1 has been allotted 5,25,000 Equity Shares representing 5.17% of the Expanded Voting Share Capital of the Target Company, and 1,93,750 Convertible Warrants (post-conversion into Equity Shares shall represent 1.91% of the Expanded Voting Share Capital of the Target Company)."
- 2. "4.2.4. On Saturday, December 07, 2024, in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share Subscription Agreement, Acquirer 2 has been allotted 5,25,000 Equity Shares representing 5.17% of the Expanded Voting Share Capital of the Target Company, and 1,93,750 Convertible Warrants (post-conversion into Equity Shares shall represent 1.91% of the Expanded Voting Share Capital of the Target Company)."
- 3. "4.3.4. On Saturday, December 07, 2024, in pursuance of the Preferential Issue of Equity Shares and Convertible Warran as agreed under the Share Subscription Agreement, Acquirer 3 has been allotted 11,55,000 Equity Shares representing 11.38% of the Expanded Voting Share Capital of the Target Company, and 4,26,250 Convertible Warrants (post-conversion into Equity Shares shall represent 4.20% of the Expanded Voting Share Capital of the Target Company)."
- 4. "4.4.4. On Saturday, December 07, 2024, in pursuance of the Preferential Issue of Equity Shares and Convertible Warrani as agreed under the Share Subscription Agreement, Acquirer 4 has been allotted 19,95,000 Equity Shares presenting 19.65% of the Expanded Voting Share Capital of the Target Company, and 7,36,250 Convertible Warrants (post-conversion into Equity Shares shall represent 7.25% of the Expanded Voting Share Capital of the Target Company)."
- 5, "4.5.1. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share Subscription Agreement, the Acquirers have been allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company, and 15,50,000 Convertible Warrants (post-conversion into Equity Shares shall represent 15.27% of the Expanded Voting Share Capital of the Target Company), or Saturday, December 07, 2024. The Acquirers have fully paid an aggregate consideration of ₹27,30,00,000.00/for the allotted 42.00.000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Targe Company. Additionally, for the 15,50,000 Convertible Warrants (which, upon conversion into Equity Shares, would represent 15.27% of the Expanded Voting Share Capital of the Target Company) aggregating to a total consideration of ₹10,07,50,000/-, an amount of ₹2,51,87,500.00/- has been paid towards the application for their allotment. The balance amount of ₹7,55,62,500.00/- shall be payable by the Acquirers at a future date. The Acquirers sha make an application to BSE Limited in accordance with the provisions of Regulation 31A (10) of SEBI (LODR) tions for their reclassification and will become the promoters of the Target Company subject to the compliance of the SEBI (LODR) Regulations."

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Acquirer 3

- "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'

- "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);"
- "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:"
- "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:"
- 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 4. "5.9. acceptance under this Offer is as specified below.

	Shareholding/voting rights prior to the acquisition and Offer (A)		Equity Shares/voting rights acquired through Preferential Issue (B)				Equity Shares/voting rights to be acquired in Offer (assuming full acceptances) (C)		Shareholding /voting rights after Acquisition and Offer (A+B+C) (D)	
Shareholders' Category	No. of Equity Shares	% of Expanded Equity Share- holding and Voting Share Capital	No. of Equity Shares issued and allotted vide Preferential Issue	issued and	Shares post- Preferential Issue of Equity Shares and Convertible	% of Expanded Equity Share- holding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Share- holding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Share- holding and Voting Share Capital
1. Promoter and Promoter Group			-				-			-
a) Existing Promoters										
Mr. Halder Gupta	37,507	0.37%			-	-			1	
Mr. Kanhiya Gupta	45,822	0.45%			1	1			-	
Mr. Rajiv Gupta	50,020	0.49%								
Total (a)	1,33,349	1.31%	-	-	-	-	-	-	-	
b) Promoters other than (a) above										
			Not A	pplicable						
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%	26,39,273	26.00%		82.64%
Mr. Binod Kumar Goenka			11,55,000	4,26,250	15,81,250	15.58%			83,89,273	
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 ot	her than 1(a) &	.2						<u> </u>		
			Not A	pplicable						

	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)		Acquisition and Offer (A+B+C)	
	()		(B)				(C)		(D)	
Shareholders' Category	No. of Equity Shares		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)	Equity	% of Expanded Equity Share- holding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Share- holding and Voting Share Capital	No. of Equity Shares	% of Expanded Equity Share- holding and Voting Share Capital
4. Public (other than Parties to Agreement and	d Acquirer) #	1								
a. FIs/ MFs/ FIIs/ Banks/ SFIs - Banks	50	-					(3,67,701)	(3.62%)		
b. Others	3,67,651	3.62%	1				(3,07,701)	(3.02 %)		
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 alotment 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	1,01,51,050	100.00%	Nil	Nil	Nil	Not		-	-	-
(1+ 2+ 3+ 4+5)						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 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 SHARES & SECURITIES PVT LT 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. Tanmov Baneriee/Ms. Pankita Patel SEBI Registration Number: INM00012980 On Behalf of the Acquirers Validity: Permanent Mr. Binod Kumar Goenka Date: Monday, December 16, 2024 Place: Mumbai