

Wednesday, August 28, 2024

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

Respected Sir/ Madam,

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,
Subject : 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').

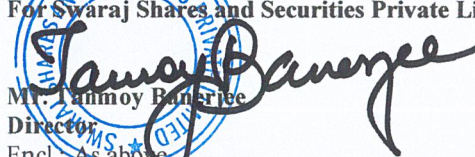
In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement, the Acquirers shall be allocated and allotted (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 42,00,000 representing 41.38% of 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 this regard, in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and requirements under the SEBI (SAST) Regulations, please find attached herewith a copy of the Public Announcement. We trust that you will find the information in order, and we kindly ask for the Public Announcement to be promptly uploaded to your website. Thank you for your cooperation.


Thanking you,
Yours faithfully,

For Swaraj Shares and Securities Private Limited


Mr. Tanmoy Banerjee
Director
Encl.: As above


Swaraj Shares and Securities Private Limited

 tanmoy@swarajshares.com

 pankita@swarajshares.com

 www.swarajshares.com

 +91 9874283532

 +91 8097367132

Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

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

PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3(1) AND 4, READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
MANBRO INDUSTRIES LIMITED**

(Formerly known as Unimode Overseas Limited)

Corporate Identification Number: L47211DL1992PLC048444;

Registered Office: C 18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), West Delhi, New Delhi - 110026, Delhi, India;

Contact Number: +91-84479-76925; Email Address: unimodeoverseaslimited@gmail.com;

Website: www.unimodeoverseas.in;

OPEN OFFER FOR ACQUISITION OF UP TO 26,39,273 OFFER SHARES REPRESENTING 26.00% OF THE EXPANDED VOTING CAPITAL OF MANBRO INDUSTRIES LIMITED (FORMERLY KNOWN AS UNIMODE OVERSEAS LIMITED) FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹65.00/-, PAYABLE IN CASH, 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, PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF REGULATIONS 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED.

This Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Open Offer for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to, and in compliance with the provisions of Regulations 3(1) read with Regulations 13, 14, and 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

1) DEFINITIONS AND ABBREVIATIONS

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

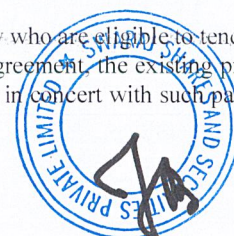
1. **'Acquirer 1'** refers to Mr. Mangi Lal Goenka, son of the late Hanuman Box Goenka, aged about 80 years, Indian Resident, bearing Permanent account number allotted under the Income Tax Act, 1961 'ACNPG9847L' under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuti Katia, Haiborgaon, Nagoan – 782002, Assam, India.
2. **'Acquirer 2'** refers to Mr. Sunil Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 59 years, Indian Resident, bearing Permanent account number allotted under the Income Tax Act, 1961 'ACNPG9846M' under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuti Katia, Haiborgaon, Nagoan – 782002, Assam, India.
3. **'Acquirer 3'** refers to Mr. Binod Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 58 years, Indian Resident, bearing Permanent account number allotted under the Income Tax Act, 1961 'ACNPG9848F' under the Income Tax Act, 1961, resident at D7A Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeo Bhawa, Dispur, Kamrup Metro – 782002, Assam, India.
4. **'Acquirer 4'** refers to Mr. Dilip Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 58 years, Indian Resident, bearing Permanent account number allotted under the Income Tax Act, 1961 'AGPPG0080K' under the Income Tax Act, 1961, resident at D7B Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeo Bhawa, Dispur, Kamrup Metro – 782002, Assam, India.
5. **'Acquirers'** collectively refers to Acquirer 1, Acquirer 2, Acquirer 3, and Acquirer 4.
6. **'BSE'** is the abbreviation for BSE Limited is the only stock exchange, where presently the Equity Shares of the Target Company are listed.
7. **'Board of Directors'** the Board of Directors of the Target Company.
8. **'CIN'** is the abbreviation for the term Corporate Identification Number issued under the provisions of the Companies Act, 1956/ 2013, and the rules made thereunder.
9. **'Convertible Warrants'** refers to warrants which will be convertible into equal number of Equity Shares of the Target Company in accordance with the provisions of SEBI (ICDR) Regulations.
10. **'DIN'** is the abbreviation for the term Director Identification Number issued and allotted under the companies Act, 1956/ 2013, and the rules made thereunder.
11. **'Equity Shares'** shall mean the fully paid-up equity shares of the face value of ₹10.00/- each.



12. **'Expanded Voting Share Capital'** shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer. The same has been calculated as per the information encapsulated in the table below:

Particulars	Number of Equity Shares	Face Value	Percentage of Shareholding considering Post-Preferential Issue of Equity Shares, and Conversion of Warrants into Equity Shares
Shareholding Pre-Preferential Issue of Equity Shares	5,01,050	₹10.00/-	4.94%
Preferential Issue of Equity Shares	53,00,000	₹10.00/-	52.21%
Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (considering exercise, conversion, and allotment of Equity Shares in pursuance of conversion of Warrants	43,50,000	₹10.00/-	42.85%
Total	1,01,51,050	₹10.00/-	100.00%

13. **'Identified Date'** means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer to determine the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before the expiry of the Tendering Period.
14. **'ISIN'** is the abbreviation for International Securities Identification Number.
15. **'Manager'** refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer.
16. **'Offer'** means an open offer being made by the Acquirers for acquisition of up to 26,39,273 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, at an offer price of ₹65.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹17,15,52,745.00/- that will be offered to the Public Shareholders who validly tender their Offer Shares in the Offer.
17. **'Offer Documents'** means this Public Announcement, and the Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
18. **'Offer Period'** means period from the date on which the Public Announcement was issued by the Acquirers, i.e. Wednesday, August 28, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
19. **'Offer Shares'** means an open offer being made by the Acquirers for acquisition of up to 26,39,273 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company.
20. **'Offer Period'** means the period from the date on which the Public Announcement has been issued by the Acquirers, i.e., Wednesday, August 28, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
21. **'Public Shareholders'** are the equity shareholders of the Target Company other than (i) the Promoters and members of the Promoter Group of the Target Company, and (ii) persons deemed to be acting in concert with parties at (i), in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
22. **'PAN'** is the abbreviation for Permanent account number allotted under the Income Tax Act, 1961.
23. **'Public Announcement'** means the Public Announcement dated Wednesday, August 28, 2024, issued in accordance and compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations
24. **'Public Shareholders'** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, the parties to the Share Subscription Agreement, the existing promoters of the Target Company, preferred allottees for Preferential Issue, and persons deemed to be acting in concert with such parties.



25. **‘Preferential Issue’** or **‘Proposed Preferential Issue’** refers to the proposed preferential issue as approved by the Board of Directors of the Target Company at their meeting held on Wednesday, August 28, 2024, subject to approval of the members and other regulatory approvals 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 for cash 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. The Proposed Preferential Issue includes Equity Shares and Warrants aggregating to 96,50,000 securities of the Target Company.
26. **‘Preferential Issue of Equity Shares’** or **‘Proposed Preferential Issue Equity Shares’** refers to the proposed preferential issue as approved by the Board of Directors of the Target Company at their meeting held on Wednesday, August 28, 2024, subject to approval of the members and other regulatory approvals 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 for cash a of the Target Company.
27. **‘Preferential Issue of Convertible Warrants’** or **‘Proposed Preferential Issue Convertible Warrants’** refers to the proposed preferential issue as approved by the Board of Directors of the Target Company at their meeting held on Wednesday, August 28, 2024, subject to approval of the members and other regulatory approvals of 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.
28. **‘Promoters’** refers to the existing promoter of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mr. Halder Gupta, Mr. Kanhiya Gupta, and Mr. Rajiv Gupta.
29. **‘SCRR’** means Securities Contract (Regulation) Rules, 1957, as amended.
30. **‘SEBI’** means Securities and Exchange Board of India.
31. **‘SEBI (ICDR) Regulations’** means Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
32. **‘SEBI (LODR) Regulations’** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
33. **‘SEBI (SAST) Regulations’** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
34. **‘Target Company’** or **‘MANBRO’** refers to Manbro Industries Limited (Formerly known as Unimode Overseas Limited), a company incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number ‘L47211DL1992PLC048444’, with its registered office located at C 18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), West Delhi, New Delhi - 110026, Delhi, India.
35. **‘Tendering Period’** shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
36. **‘Working Day’** shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

2) OFFER DETAILS

Offer Size	Up to 26,39,273 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement, and the Offer Documents, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Offer is being made at a price of ₹65.00/- per Offer Share. The Equity Shares of the Target Company are infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulation 8 of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹17,15,52,745.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Mode of Payment	The Offer Price of ₹65.00/- per Offer Share will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Offer	In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement, subject to approval of the members and other regulatory approvals, 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/-. The aforesaid Preferential Issue of Equity Shares and



	<p>Convertible Warrants are subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required if any.</p> <p>This Underlying Transaction will result 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) Regulation pursuant to the execution of the Share Subscription Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company.</p> <p>This Open Offer is not subject to any minimum level of acceptance.</p>
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3) TRANSACTIONS WHICH HAVE TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement, the Acquirers shall be allocated (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. 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.

Upon acquisition of Equity Shares and Convertible Warrants through Preferential Issue as contemplated in the Share Subscription Agreement and post successful completion of the Offer, the Acquirers will acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.

The details of Underlying Transaction as encapsulated as under:

Type of Transaction (direct/ indirect)		Direct Acquisition
Mode of Transaction (Agreement/ Allotment/ Market purchase)		<p>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.</p> <p>Consequently, the Acquirers shall acquire substantial Expanded Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.</p>
Equity Shares/ Voting rights acquired/ proposed to be Acquired (assuming conversion of warrants into Equity Shares of the Target Company)	Number of Equity Shares	57,50,000
	% vis-à-vis Expanded Voting Share Capital	56.64%
Total Consideration for Equity Shares / Voting Rights acquired		₹37,37,50,000.00/-
Mode of payment (Cash/ securities)		Cash
Regulation which has triggered		Regulations 3(1) and 4 of the SEBI (SAST) Regulations



4) DETAILS OF THE ACQUIRERS

Details		Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of the Acquirers /PAC		Mr. Mangi Lal Goenka	Mr. Sunil Kumar Goenka	Mr. Binod Kumar Goenka	Mr. Dilip Kumar Goenka	--
Address of the Acquirers /PAC		20, SS Road, Near Hanuman Mandir, Khuti Katia, Haiborgaon, Nagoan – 782002, Assam, India	20, SS Road, Near Hanuman Mandir, Khuti Katia, Haiborgaon, Nagoan – 782002, Assam, India	D7A Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeco Bhawa, Dispur, Kamrup Metro – 782002, Assam, India	D7B Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeco Bhawa, Dispur, Kamrup Metro – 782002, Assam, India	--
PAN		ACNPG9847L	ACNPG9846M	ACNPG9848F	AGPPG0080K	--
Name(s) of persons in control /promoters of Acquirers/ PACs—where Acquirers/ PAC are companies		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirers /PAC belongs to		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre-Transaction shareholding as on the date of the Public Announcement (A)	Number of Equity Shares	-	-	-	-	-
	% vis-à-vis Expanded Voting Share Capital	0.00%	0.00%	0.00%	0.00%	0.00%
Equity Shares acquired through Share Subscription Agreement						
(a) Equity Shares acquired through Share Subscription Agreement (B)	Number of Equity Shares	5,25,000	5,25,000	11,55,000	19,95,000	42,00,000
	% vis-à-vis Expanded Voting Share Capital	5.17%	5.17%	11.38%	19.65%	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)	Number of Equity Shares	1,93,750	1,93,750	4,26,250	7,36,250	15,50,000
	% vis-à-vis Expanded Voting Share Capital	1.91%	1.91%	4.20%	7.25%	15.27%
Proposed shareholding after the acquisition of Offer Shares (B) (*Assuming full acceptance in this Offer)	Number of Equity Shares	26,39,273				26,39,273
	% vis-à-vis Expanded Voting Share Capital	26,39,273				26.00%



Details		Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of the Acquirers /PAC		Mr. Mangi Lal Goenka	Mr. Sunil Kumar Goenka	Mr. Binod Kumar Goenka	Mr. Dilip Kumar Goenka	--
Post transaction holding (A+B*)	Number of Equity Shares	7,18,750	7,18,750	15,81,250	27,31,250	83,89,273
(*Assuming full acceptance in this Offer)	% vis-à-vis Expanded Voting Share Capital	7.08%	7.08%	15.58%	26.91%	82.64%
Any other interest in the Target Company		Except for being the Preferred Allottee for the proposed Preferential Issue by the Target Company, the Acquirers do not have any direct or indirect interest in the Target Company.				

Notes:

- (a) The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- (b) No person is acting in concert with the Acquirers for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ('Deemed PACs'), however, such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (c) As per Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25.00% of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE Limited read with Rule 19A of the SCRR, the Acquirers hereby undertakes that the Target Company shall satisfy the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

5) DETAILS OF THE SELLING SHAREHOLDERS

Not Applicable, since, this Offer has triggered in pursuance of preferential issue of Equity Shares and Convertible Warrants to the Acquirers by the Target Company.

6) TARGET COMPANY

Name	Manbro Industries Limited (Formerly known as Unimode Overseas Limited)
Registered Office	C 18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), West Delhi, New Delhi - 110026, Delhi, India
Contact Number	+91-84479-76925
Email Address	unimodeoverseaslimited@gmail.com
Scrip Code for BSE Limited	512595
Scrip ID for BSE Limited	MANBRO
ISIN	INE348N01034
PAN	AAACUI495Q



7) OTHER DETAILS REGARDING THE OFFER

- 7.1. This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations.
- 7.2. The Acquirers are making Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations.
- 7.3. The Acquirers do not have an intention to delist the Target Company pursuant to this Offer.
- 7.4. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14(3), and 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before Wednesday, September 04, 2024. This Public Announcement is made in compliance with Regulations 13 (1) of the SEBI (SAST) Regulations. The Acquirers accept full responsibility for the information contained in this Public Announcement. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer. The Detailed Public Statement will be published, as required by Regulation 14 (3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement i.e., Mumbai.
- 7.5. The Acquirers have given an undertaking that they are aware of and will comply with, their obligations as prescribed under the SEBI (SAST) Regulations and have adequate financial resources to meet their obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- 7.6. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.7. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- 7.8. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company.
- 7.9. In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 7.10. The Acquirers accept full responsibility for the information contained in this Public Announcement.

Issued by the Manager to the Open Offer on Behalf of the Acquirers

SWARAJ
SHARES & SECURITIES PVT LTD

Swaraj Shares and Securities Private Limited

Principal Place of Business: 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, India

Contact Number: +91-22-69649999

Email Address: takeover@swarajshares.com

Website: www.swarajshares.com

Investor grievance Email Address: investor.relations@swarajshares.com

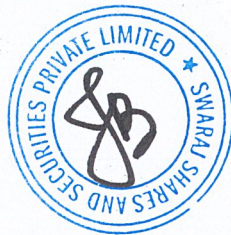
Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel

SEBI Registration Number: INM00012980

CIN: U51101WB2000PTC092621

Place: Mumbai

Date: Wednesday, August 28, 2024



On behalf of all the Acquirers

Sd/-

Mr. Binod Kumar Goenka

Acquirer – 3