

Monday, September 02, 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 13(4), 14 (3), and 14 (4) of the SEBI (SAST) Regulations, the Detailed Public Statement ('Detailed Public Statement') for the aforesaid Offer has been published today, i.e. Monday, September 02, 2024 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), ('Newspapers') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal.

We hope your good self will find the above in order and we request you to kindly upload the Detailed Public Statement on your website at the earliest.


Thanking you,


For Swaraj Shares and Securities Private Limited

Tanmoy Banerjee
Mr. Tanmoy Banerjee
Director

Swaraj Shares and Securities Private Limited

Encl.: As above

 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

DETAILED PUBLIC STATEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 13(4), 14(3), AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED,

TO 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), New Delhi - 110026, 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 Detailed Public Statement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer, for and on behalf of Acquirers in compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13(4), 14(3), and 15(2) of the SEBI (SAST) Regulations, pursuant to the Public Announcement dated Wednesday, August 28, 2024, which was filed with Securities and Exchange Board of India, BSE Limited, and the Target Company at its registered office, in terms of Regulations 3(1) and 4 and other applicable Regulations of the SEBI (SAST) Regulations. The Public Announcement was electronically sent to SEBI, the BSE, and to the Target Company, and a copy of the said Public Announcement was delivered to SEBI, and Target Company on dated Wednesday, August 28, 2024, in terms of Regulations 14 (1) and 14 (2) of the SEBI (SAST) Regulations.

I. DEFINITIONS AND ABBREVIATIONS

For the purpose of this Detailed Public Statement, the following terms have the meaning assigned to them herein below:

- '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, Khuli Katia, Haborgaon, Nagoan - 782002, Assam, India.
- '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/ACNPG9840M under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuli Katia, Haborgaon, Nagoan - 782002, Assam, India.
- '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 Neepoo Bhawan, Dispur, Kamrup Metro - 781005, Assam, India.
- 'Acquirer 4' refers to Mr. Dilip Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 50 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 Neepoo Bhawan, Dispur, Kamrup Metro - 781005, Assam, India.
- 'Acquirers' collectively refers to Acquirer 1, Acquirer 2, Acquirer 3, and Acquirer 4.
- 'BSE' is the abbreviation for BSE Limited being the only stock exchange, where presently the Equity Shares of the Target Company are listed.
- 'CIN' means Corporate Identification Number issued under the Companies Act, 1956/2013, and the rules made thereunder.
- '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.
- 'DIN' means Director Identification Number issued and allotted under the Companies Act 1956/2013, and the rules made thereunder.
- 'Escrow Agreement' refers Escrow Agreement, dated Wednesday, August 28, 2024, entered amongst and between Acquirers, Escrow Banker, and the Manager to the Offer.
- 'Equity Shares' means fully paid-up equity shares of face value of ₹10.00/- each.
- '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%

- 'Identified Date' means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining 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.
- 'ISIN' is the abbreviation for International Securities Identification Number.
- 'Manager' refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer.
- 'Newspapers' refers to Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Lakhshadep (Marathi daily) (Mumbai Edition) wherein the Detailed Public Statement is being published in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations.
- '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.
- 'Offer Documents' shall mean Public Announcement, 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.
- 'Offer Period' means the period from the date of entering into an agreement, to acquire the Sale Shares, and Expanded Voting Share Capital, or in control over, the Target Company requiring a Public Announcement or the date on which the payment of consideration to the Public Shareholders 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.
- 'Offer Price' is a 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 Equity Shares in the Offer.
- '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.
- 'PAN' is the abbreviation for Permanent account number allotted under the Income Tax Act, 1961.
- '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.
- 'Public Shareholders' shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the 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.
- '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 Convertible Warrant. Each Warrant is convertible into equal number of Equity Shares of the Target Company.
- '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, Mr. Halder Gupta, Mr. Kanhiya Gupta, and Mr. Rajiv Gupta.
- 'SCRR' means Securities Contract (Regulation) Rules, 1957, as amended.
- 'SEBI' means Securities and Exchange Board of India.
- 'SEBI (ICDR) Regulations' refers to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
- 'SEBI (LODR) Regulations' refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
- 'SEBI (SAST) Regulations' refers to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto.
- '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), New Delhi - 110026, India.
- 'Tendering Period' shall have the meaning ascribed to it under Regulation 2(1)(za) of the SEBI (SAST) Regulations.
- 'Working Day' refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

II. DETAILS OF ACQUIRERS, TARGET COMPANY, AND OFFER

A. ACQUIRERS

- Mr. Mangi Lal Goenka, Acquirer 1**
 - 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, Khuli Katia, Haborgaon, Nagoan - 782002, Assam, India. The Acquirer 1 can be contacted via telephone at '+91-94350-60843' or via Email Address at 'mih@kdindia.com'.
 - Acquirer 1 is not a listed company. Acquirer 1 holds Director Identification Number 09276700 and serves as a Director at Kamrup Assets Private Limited and Greenold Properties Private Limited since 2021.
 - The Net Worth of the Acquirer 1 as of Wednesday, July 31, 2024, stands at ₹1,793.22 Lakhs as certified by Mr. Kailash Khetan, Chartered Accountant, holding membership number 055982, proprietor of K. Khetan & Associates, Chartered Accountant, bearing firm registration number 322451E. The firm has its office located at Sati Radhika, Haborgaon, Nagoan - 782002, Assam, India. Mr. Kailash Khetan can be contacted via telephone number at '+91-94350-61337' or via Email Address at 'kailashkhetan@yahoo.com' vide certificate dated Wednesday, August 28, 2024. This certification also confirms that the Acquirer 1 has sufficient resources to meet the full obligations of the Offer.
 - Acquirer 1 is a preferred preferential allottee in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement. Acquirer 1 shall acquire Equity Shares of 5,25,000 representing 5.17% of the Expanded Voting Share Capital of the Target Company, and 1,93,750 convertible warrants (post-conversion into Equity Shares representing 1.91% of the Expanded Voting Share Capital of the Target Company).
- Mr. Sunil Kumar Goenka, Acquirer 2**
 - 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/ACNPG9840M under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuli Katia, Haborgaon, Nagoan - 782002, Assam, India. The Acquirer 2 can be contacted via telephone at '+91-94350-60597' or via Email Address at 'sunil@kdindia.com'.

- Acquirer 2 has passed the Bachelor of Commerce (Two Years) Examination 1985 from Nowgong College under Gauhati University. Acquirer 2 serves as a Director at Kamrup Assets Private Limited and Greenold Properties Private Limited. He is not acting as a whole-time director of any company, nor is in a position of the Board of directors of any listed company.
- The Net Worth of the Acquirer 2 as of Wednesday, July 31, 2024, stands at ₹1,906.66 Lakhs as certified by Mr. Kailash Khetan, Chartered Accountant, holding membership number 055982, proprietor of K. Khetan & Associates, Chartered Accountant, bearing firm registration number 322451E. The firm has its office located at Sati Radhika, Haborgaon, Nagoan - 782002, Assam, India. Mr. Kailash Khetan can be contacted via telephone number at '+91-94350-61337' or via Email Address at 'kailashkhetan@yahoo.com' vide certificate dated Wednesday, August 28, 2024. This certification also confirms that the Acquirer 2 has sufficient resources to meet the full obligations of the Offer.
- Acquirer 2 is a preferred preferential allottee in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement. Acquirer 2 shall acquire Equity Shares of 5,25,000 representing 5.17% of the Expanded Voting Share Capital of the Target Company, and 1,93,750 convertible warrants (post-conversion into Equity Shares representing 1.91% of the Expanded Voting Share Capital of the Target Company).
- Mr. Binod Kumar Goenka, Acquirer 3**
 - 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 Neepoo Bhawan, Dispur, Kamrup Metro - 781005, Assam, India. The Acquirer 3 can be contacted via telephone at '+91-94350-60811' or via Email Address at 'binod@kdindia.com'.
 - Acquirer 3 has qualified for the degree of Bachelor of Law from Nowgong Law College under Gauhati University. Acquirer 3 holds Director Identification Number 00518869 and serves as a Director at KD Power Limited, Kamrup Enviro Management Private Limited, Florent Biopharma Private Limited, GL Cole Private Limited and as an Additional Director at KCL Constructions Private Limited.
 - The Net Worth of the Acquirer 3 as of Wednesday, July 31, 2024, stands at ₹8,226.50 Lakhs as certified by Ms. Anshika Khaitan, Chartered Accountant, holding membership number 318146, partner at of Khatan Agarwal & Co, Chartered Accountant, bearing firm registration number 326802E. The firm has its office located at Samnati Plaza, 2nd Floor, Opposite IDBI, G.S. Road, Guwahati - 781005, Assam, India. Ms. Anshika Khaitan can be contacted via telephone number at '+91-0361-2458663/997/998' or via Email Address at 'tibrewalajay@gmail.com' or 'khaitansandep@gmail.com' vide certificate dated Wednesday, August 28, 2024. This certification also confirms that the Acquirer 3 has sufficient resources to meet the full obligations of the Offer.
- Mr. Dilip Kumar Goenka, Acquirer 4**
 - Mr. Dilip Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 50 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 Neepoo Bhawan, Dispur, Kamrup Metro - 781005, Assam, India. The Acquirer 4 can be contacted via telephone at '+91-94350-42519' or via Email Address at 'dilipgoenka3@gmail.com'.
 - Acquirer 4 has awarded the degree of Bachelor of Engineering from the University of Gauhati. Acquirer 4 holds Director Identification Number 02057814 and serves as a Director at Kamrup Enviro Management Private Limited, and KD Power Limited.
 - The Net Worth of the Acquirer 4 as of Wednesday, July 31, 2024, stands at ₹12,011.47 Lakhs as certified by Ms. Anshika Khaitan, Chartered Accountant, holding membership number 318146, partner at of Khatan Agarwal & Co, Chartered Accountant, bearing firm registration number 326802E. The firm has its office located at Samnati Plaza, 2nd Floor, Opposite IDBI, G.S. Road, Guwahati - 781005, Assam, India. Ms. Anshika Khaitan can be contacted via telephone number at '+91-0361-2458663/997/998' or via Email Address at 'tibrewalajay@gmail.com' or 'khaitansandep@gmail.com' vide certificate dated Wednesday, August 28, 2024. This certification also confirms that the Acquirer 4 has sufficient resources to meet the full obligations of the Offer.
- Acquirers' Undertakings and Confirmations**
 - Acquirer 1 is the father of Acquirer 2, Acquirer 3, and Acquirer 4, establishing a familial relationship among all parties as father and sons, as well as among Acquirer 2, Acquirer 3, and Acquirer 4 as brothers.
 - As on date of this Detailed Public Statement, the Acquirers, have confirmed, warranted, and undertaken that:
 - The Acquirers do not hold any Equity Shares of the Target Company. However, in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement, the Acquirers shall collectively acquire Equity Shares of 42,00,000 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 except for being preferred preferential issue allottees 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.
 - The Acquirers do not belong to any group.
 - The Acquirers are not forming part of the present promoter and promoter group of the Target Company.
 - There are no directors representing the Acquirers on the board of the Target Company.
 - The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.
 - The Acquirers have not been categorized nor are appearing in the 'Willful Defaulter or a fraudulent borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by Reserve Bank of India.
 - The Acquirers are not declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
 - 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.
 - The Acquirers will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
 - 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 undertake 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.
 - Pursuant to the consummation of this Underlying Transactions and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and the Acquirers shall make an application to BSE Limited in accordance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations for classification of itself as the promoter of the Target Company subject to the compliance of the SEBI (LODR) Regulations.
 - The Acquirers do not have an intention to dilute the Target Company pursuant to this Offer.

B. INFORMATION ABOUT THE SELLING PROMOTER 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.

C. INFORMATION ABOUT THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company in the public domain)

- The Target Company was incorporated on Friday, April 24, 1992, under the provisions of the Companies Act, 1956. The Target Company was originally incorporated as a public limited company under the name and style as M/s. Unimode Overseas Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated Friday, April 24, 1992. Further, in pursuance of Rule 29 of the Companies (Incorporation) Rules, 2014, name of the company has been changed from Unimode Overseas Limited to Manbro Industries Limited with effect from the certificate dated Friday, September 29, 2023. The Target Company bears corporate identity number L47211DL1992PLC048444, with its registered office located at C 18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), New Delhi - 110026, India. The Target Company can be contacted via telephone number '+91-84479-76925', via Email Address 'unimodeoverseaslimited@gmail.com', or through its website 'www.unimodeoverseas.in'.
- The Equity Shares of the Target Company bearing ISIN 'INE348N1034' are presently listed on the BSE Limited bearing Scrip ID 'MANBRO' and Scrip Code '51295'. The Target Company has already established connectivity with Central Depositories Services (India) Limited (CDSL), and National Securities Depository Limited (NSDL).
- As per the shareholding pattern filed for the quarter ended June 30, 2024, as available on BSE's website, the Target Company doesn't have:
 - Any partly paid-up equity shares;
 - 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;
 - Equity Shares which are forfeited or kept in abeyance;
 - Equity Shares that are subject to lock-in;
 - Outstanding Equity Shares that have been issued but not listed on any stock exchange.
- The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(a) of the SEBI (SAST) Regulations.
- The extracts of the financial information are encapsulated as under:

(Amount in Lakhs except Equity Share Data)

Particulars	Unaudited Limited Reviewed Financial Result for the Quarter ended June 30, 2024	Audited Financial Statements for the Financial Year ending March 31'		
		2024	2023	2022
Total Revenue	123.00	24.60	39.24	4.96
Net Earnings or Profit/(Loss) after tax	(14.10)	23.60	18.28	(4.37)
Earnings per Share (EPS)	(2.82)	4.71	3.36	(0.89)
Net Worth		15.20	(8.43)	(26.72)

The key financial information for the Quarter ended June 30, 2024, have been extracted from Company's Unaudited Financial Results along with Limited Review Report for the quarter ended June 30, 2024. (Source: www.bseindia.com/xml-data/corpling/AttachHis/17954614-2077-49e8-82e1-756ba4251b18.pdf).

The key financial information for the Financial Year ended March 31, 2024, have been extracted from Company's Financial Results Along With Auditors Report & Statement of Assets & Liabilities & Cash Flow Statement for the Quarter and Financial Year ended March 31, 2024. (Source: www.bseindia.com/xml-data/corpling/AttachHis/ad94e0ea-0e36-4277-98a-772ba0805a7.pdf).

The key financial information for the financial years ended March 31, 2023, and March 31, 2022, have been extracted from Company's annual report for financial year ended March 31, 2023. (Source: www.bseindia.com/xml-data/corpling/AttachHis/4361070e-6349-4749-9f01-83e2cde46be2.pdf).

D. DETAILS OF THE 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/-.

aforsaid 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.

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) Regulations 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.

The aforesaid transaction triggered the obligation to make a Public Announcement under Regulations 3(1) and 4 of the SEBI (SAST) Regulations read with Regulation 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations on Wednesday, August 28, 2024.

This is a mandatory Offer for acquisition of up to 26,39,273 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, made by the Acquirers at a price of ₹65.00/- per Offer Share. Assuming full acceptance, the total consideration payable by Acquirers under the Offer at the Offer Price aggregates to ₹17,15,52,745.00/-, in accordance with the provisions of Regulation 3(1)(a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer, subject to the terms and conditions set out in the Offer Documents.

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 Detailed Public Statement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.

This Offer is being made under SEBI (SAST) Regulations, to all the Public Shareholders of the Target Company as on Friday, October 04, 2024, as ascribed under the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.

This Offer is a mandatory open offer and is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

This Offer is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.

This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.

There are no conditions as stipulated in the Share Subscription Agreement, the meeting of which would be outside the reasonable control of Acquirers, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.

The Manager does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. The Manager hereby declares and undertakes that, it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager until the expiry of 15 Days from the date of closure of this Offer.

To the best of the knowledge and belief of Acquirers, as on the date of this Detailed Public Statement, there are no statutory or other approvals required to implement the Offer other than as indicated in Section VII of this Detailed Public Statement. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals.

The Acquirers in terms of Regulation 22 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal of this Offer pursuant to the following stated circumstances, a public announcement will be made within 2 Working Days of such withdrawal, in the same Newspapers in which the Detailed Public Statement had appeared.

Statutory Approvals required for the Open Offer or for effecting the acquisitions triggering the obligation to make an Open Offer under these SEBI (SAST) Regulations have been finally refused, subject to such requirements for approval having been specifically disclosed in the Detailed Public Statement and the Letter of Offer;

Acquirers, being a natural person, has died;

Any condition stipulated in the Share Subscription Agreement attracting the obligation to make the Open Offer is not met for reasons outside the reasonable control of the Acquirers, and such Share Purchase Agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and this Letter of Offer;

Such circumstances as in the opinion of SEBI, merit withdrawal.

The Acquirers in terms of Regulation 18(11) of SEBI (SAST) Regulations, are responsible to pursue all statutory approvals in order to complete this Offer without any default, neglect or delay. In the event, the Acquirers are unable to complete this Offer within the period specified in the Detailed Public Statement, the Offer will stand withdrawn, and the Acquirers shall be liable to pay interest at the rate of 10% per annum for the period of delay. In addition, where any statutory approval extends to some but not all the Public Shareholders, Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by Acquirers may be delayed.

In accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, if there is any delay in making payment to the Public Shareholders who have accepted this Offer, the Acquirers will be liable to pay interest at the rate of 10% per annum for the period of delay. This obligation to pay interest is without prejudice to any action that the SEBI may take under Regulation 32 of the SEBI (SAST) Regulations of the relevant regulations or under the Act. However, it is important to note that if the delay in payment is not attributable to any act of omission or commission by the Acquirers, or if it arises due to reasons or circumstances beyond the control of the Acquirers, SEBI may grant a waiver from the obligation to pay interest. Public Shareholders should be aware that while such waivers are possible, there is no certainty that they will be granted, and as such, there is a potential risk of delayed payment along with the associated interest.

The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of 2 years except in the ordinary course of business.

The Target Company's future policy for disposal of its assets, if any, within 2 years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot after the notice for such postal ballot shall contain reasons as to why such alienation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.

This Detailed Public Statement is being published in the following newspapers:

Publication	Language	Edition
Financial Express	English daily	All Editions
Jansatta	Hindi Daily	All Editions
Mumbai Lakhshadep	Marathi daily	Mumbai Edition

The Public Shareholders who tender their Equity Shares in this Offer shall ensure that all the Equity Shares validly tendered by the Public Shareholders in this Offer are not locked in, and are free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereto, and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Offer Shares on the foregoing basis.

The Offer Shares of the Target Company will be acquired by Acquirers as fully paid up, free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereto.

If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager.

In terms of Regulation 25(2) of SEBI (SAST) Regulations, the Acquirers hereby undertake and declare that, they do not have any intention to alienate any material assets of the Target Company whether by way of sale, lease, encumbr

Equity Shares / Voting rights acquired/proposed to be Acquired		57,50,000	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	

IV. EQUITY SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding pattern of Acquirers in the Target Company and the details of the acquisition are as follows:

Details	Mr. Mangi Lal Goenka, Acquirer 1		Mr. Sunil Kumar Goenka, Acquirer 2		Mr. Binod Kumar Goenka, Acquirer 3		Mr. Dilip Kumar Goenka, Acquirer 4		Total	
	Number of Equity Shares	% of Expanded Voting Share Capital	Number of Equity Shares	% of Expanded Voting Share Capital	Number of Equity Shares	% of Expanded Voting Share Capital	Number of Equity Shares	% of Expanded Voting Share Capital	Number of Equity Shares	% of Expanded 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 acquired through Share Subscription Agreement	-	-	-	-	-	-	-	-	-	-
(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	-	-	-	-	-	-	-	-	26,39,273	26.00%
Post-Offer Shareholding assuming full acceptance of the Offer Shares in the Offer, on diluted basis on 10 th Working Day after closing of 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%

2. In terms of Regulation 18(2) of the SEBI (SAST) Regulations, the Letter of Offer will be issued within 7 Working Days from the date of receipt of SEBI observations on the Draft Letter of Offer.

V. OFFER PRICE

- The Equity Shares of the Target Company bearing ISIN 'INE348N01034' are presently listed on the BSE bearing Scrip ID 'MANBRO' and Scrip Code '512595'.
- The trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the 12 calendar months prior to the month of Public Announcement (August 01, 2023, to July 31, 2024) have been obtained from www.bseindia.com, as given below:

Stock Exchange	Total no. of Equity Shares traded during the 12 calendar months prior to the month of Public Announcement	Total no. of listed Equity Shares	Trading turnover (as % of Equity Shares listed)
BSE Limited	36,673	5,01,050	7.32%

Based on the information provided above, the Equity Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in regulation 2(i)(j) of the SEBI (SAST) Regulations.

- The Offer Price of ₹65.00/- is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being more than highest of the following:

Sr. No.	Particulars	Price
a)	Negotiated Price under the Share Subscription Agreement attracting the obligations to make a Public Announcement for the Offer	₹65.00/-
b)	The volume-weighted average price paid or payable for acquisition(s) by Acquirers, during the 52 weeks immediately preceding the date of Public Announcement	Nil
c)	The highest price paid or payable for any acquisition by Acquirers, during the 26 weeks immediately preceding the date of Public Announcement	Nil
d)	The volume-weighted average market price of Equity Shares for a period of 60 trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	Not Applicable
e)	Where the Equity Shares are not frequently traded, the price determined by Acquirers and the Manager considering valuation parameters per Equity Share including book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	₹3.01/-
f)	The per equity share value computed under Regulation 8(5) of SEBI (SAST) Regulations, if applicable	Not Applicable, since this is not an indirect acquisition of Equity Shares

*Cost Accountant, Mr. Suman Kumar Verma, bearing Membership number '28453', IBBI Registered Valuer Registration number 'IBBI/RV/05/2019/12376' and having his office at WZ-D-9 Lane No.5, Mahavir Enclave, Palam Colony, New Delhi -110045 with the Email address being 'maskverma@gmail.com', through his valuation report dated Wednesday, August 28, 2024, has certified that the fair value of the Equity Share of Target Company is ₹3.01/- per Equity Share. In view of the parameters considered and presented in the table above, in the opinion of Acquirers and Manager, the Offer Price of ₹65.00/- per Offer Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

- Based on the confirmation provided by Target Company and based on the information available on the website of the BSE, since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.

5. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Detailed Public Statement up to 3 Working Days prior to the commencement of the Tendering Period, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations. However, no adjustment shall be made for dividend with a record date falling during such period except where the dividend per share is more than 50.00% higher than the average of the dividend per share paid during the 3 Financial Years preceding the date of Public Announcement.

- As on date of this Detailed Public Statement, there has been no revision in the Offer Price or to the size of this Offer as on the date of this Detailed Public Statement. In case of any revision in the Offer Price or Offer Size, the Acquirers would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.

7. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirers shall make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision.

8. In the event of acquisition of the Equity Shares by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall: (a) make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. However, the Acquirers shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.

9. If the Acquirers acquire Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

VI. FINANCIAL ARRANGEMENTS

1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged.

- Mr. Kailash Khetan, Chartered Accountant, holding membership number '055982', proprietor of K. Khetan & Associates, Chartered Accountant, bearing firm registration number '322451E', has certified that the Acquirer 1, and Acquirer 2 have sufficient resources to meet the full obligations of the Offer.

12. Ms. Anshika Khatun, Chartered Accountant, holding membership number '318146', partner at Khatun Agarwal & Co. Chartered Accountant, bearing firm registration number '326802E' has certified that the Acquirer 3 and Acquirer 4 have sufficient resources to meet the full obligations of the Offer.

2. The maximum consideration payable by Acquirers to acquire 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/- in accordance with Regulation 17 of the SEBI (SAST) Regulations. Acquirers have opened an Escrow Account under the name and style of 'MIL - Open Offer Escrow Account' with Axis Bank Limited and have deposited ₹4,30,00,000.00/- i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance.

5. The Promoters have irrevocably agreed to relinquish the management control of the Target Company in favor of Acquirers, subject to the receipt of all the necessary approvals and Acquirers completing all the Offer formalities.

6. The Promoters have undertaken that, upon completion of the Offer, they shall in accordance and compliance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations make an application for re-classification of themselves into the public category of the Target Company subject to the compliance of the SEBI (LODR) Regulations.

7. The prime object of this Offer is to acquire substantial Equity Shares and Expanded Voting Share Capital accompanied by control over the Target Company. The Acquirers intend to expand the Target Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.

VIII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Date of issue of the Public Announcement	Wednesday, August 28, 2024
Date of publication of Detailed Public Statement in the newspapers	Monday, September 02, 2024
Last date for publication of Detailed Public Statement in the newspapers	Wednesday, September 04, 2024
Last date for filing of the Draft Letter of Offer with SEBI	Monday, September 09, 2024
Last date for public announcement for a Competing Offer	Tuesday, September 24, 2024
Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday, October 01, 2024
Identified Date	Friday, October 04, 2024
Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Friday, October 11, 2024
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders	Wednesday, October 16, 2024
Last date for upward revision of the Offer price/ Offer size	Thursday, October 17, 2024
Last date of publication of the Offer opening public announcement, announcing the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers in which this Detailed Public Statement has been published	Thursday, October 17, 2024
Date of commencement of Tendering Period (Offer Opening Date)	Friday, October 18, 2024
Date of expiry of Tendering Period (Offer Closing Date)	Thursday, October 31, 2024
Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer	Monday, November 18, 2024

*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.

Note: The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

IX. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. The Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the BSE Limited in the form of a separate window (Acquisition Window), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POIC/CYCELL/11/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CFD/DCR/CIR/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/DCR-II/CIR/2021/615 dated August 13, 2021 (Acquisition Window Circulars). As per SEBI Circular SEBI/HO/CFD/DCR-II/CIR/2021/615 dated August 13, 2021, as amended from time to time and SEBI master circular SEBI/HO/CFD/POD-1/PI/CI/2023/31 dated February 16, 2023, as amended from time to time and related guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time (Acquisition Window Circulars). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.

2. As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference number 'FR 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 April 01, 2019. However, in accordance with SEBI bearing reference number 'SEBI/HO/CFD/DCR/II/CIR/2020/144 dated July 31, 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 as eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.

3. All Public Shareholders, registered or unregistered, holding the Equity Shares in dematerialized form or holding locked-in Equity Shares are eligible to participate in this Offer at any time during the period from the Offer Opening Date and Offer Closing Date before the closure of the Tendering Period. All Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or registered 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. The accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

4. The Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE Limited in the form of a separate window as provided under the SEBI (SAST) Regulations read with Acquisition Window Circulars.

5. BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Offer. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (Clearing Corporation), by using the settlement number and the procedure prescribed by the Clearing Corporation.

6. The Acquirers have appointed Nikunj Stock Brokers Limited as the registered broker (Buying Broker) for the Open Offer, through whom the purchases and the settlement of the Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name	Nikunj Stock Brokers Limited
Address	A-92, Ground Floor, Left Portion, Kamia Nagar, New Delhi-110007, India
Contact Number	+91-011-47030017-18
E-mail Address	compliance@nikunjonline.com
Contact Person	Mr. Pramod Kumar Sultania

7. All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stockbrokers (Selling Brokers) within the normal trading hours of the secondary market, during the Tendering Period.

8. The cumulative quantity tendered shall be displayed on Designated Stock Exchange's website accessible at www.bseindia.com throughout the trading session at specific intervals by Designated Stock Exchange during the Tendering Period.

9. Equity Shares should not be submitted / tendered to the Manager, the Acquirers, or the Target Company.

X. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WOULD BE MAILED OR COURIERED TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE. KINDLY READ IT CAREFULLY BEFORE TENDERING THE EQUITY SHARES IN THIS OFFER. EQUITY SHARES CAN BE TENDERED IN THE OFFER CANNOT BE WITHDRAWN BY THE PUBLIC SHAREHOLDERS.

XI. OTHER INFORMATION

1. The Acquirers accept full and final responsibility for the information contained in the Public Announcement and this Detailed Public Statement and for their obligations as laid down in SEBI (SAST) Regulations. All information pertaining to the Target Company has been obtained from publicly available sources, and the accuracy thereof has not been independently verified by the Manager.

2. The Acquirers, and the Manager to the Open Offer do not accept any responsibility with respect to such information relating to the Target Company.

3. The Acquirers have appointed Skyline Financial Services Private Limited, as the Registrar, having office at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Delhi, India. The contact person, Mr. Anuj Rana, can be contacted via telephone number '011-40450193-97', vide Email Address at 'ipo@skylinefs.com' and website 'www.skylinefs.com'. The Contact Person, Mr. Anuj Rana can be contacted from 10.00 a.m. (Indian Standard Time) to 5.00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.

4. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Swaraj Shares and Securities Private Limited as the Manager.

5. In this Detailed Public Statement, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

6. In this Detailed Public Statement, all references to '₹' or 'Rs.' or 'INR' are references to the Indian Rupee(s).

7. This Detailed Public Statement will be available and accessible on the website of the Manager at www.swarajshares.com and is also expected to be available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com.

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

SWARAJ
SHARES & SECURITIES PVT LTD

Swaraj Shares and Securities Private Limited
Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

Contact Person: Mr. Tanmay Banerjee/ Ms. Pankita Patel
Contact Number: +91-22-69649999

Email Address: info@swarajshares.com
Investor grievance Email Address: investor_relations@swarajshares.com

Corporate Identification Number: U5110WB2000PTC029521
SEBI Registration Number: INM00012980

Validity: Permanent

On behalf of all the Acquirers
Sd/-
Mr. Binod Kumar Goenka
Acquirer - 3

Place: Mumbai
Date: Friday, August 30, 2024