

Friday, 17 January 2025

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

Respected Sir/ Madam,

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

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

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

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

In light of the above and in accordance with the provisions of Regulations 18(7) of SEBI (SAST) Regulations, the Post-Offer Public Announcement for the aforesaid Offer has been published today, i.e., Friday, 17 January 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), ('Newspapers') and the copy of the same have 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 Post Offer Public Announcement on your website at the earliest.

Thanking you,

Yours faithfully  
For Swaraj Shares and Securities Private Limited

  
Mr. Tanmoy Banerjee  
Director  
Encl: As above

**Swaraj Shares and Securities Private Limited**

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Maharashtra, India

## POST-OFFER PUBLIC ANNOUNCEMENT TO THE PUBLIC SHAREHOLDERS OF

**MANBRO INDUSTRIES LIMITED**

(Formerly known as Unimode Overseas Limited)

A public limited company incorporated under the provisions of the Companies Act, 1956

Corporate Identification Number: L47211DL1992PLC048444;

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

Contact Number: +91-84479-76925; E-mail Address: unimodeoverseaslimited@gmail.com; Website: www.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 Post-Offer Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirers to the Public Shareholders of the Target Company, pursuant to and in compliance with the provisions of Regulation 18 (12) and other applicable provisions under the SEBI (SAST) Regulations ("Post-Offer Public Announcement").

This Post-Offer Public Announcement should be read in continuation of, and in conjunction with the: a) Public Announcement dated Wednesday, August 28, 2024 ("Public Announcement"), (b) Detailed Public Statement dated Friday, August 30, 2024, in connection with this Offer, published on behalf of the Acquirers on Monday, September 02, 2024, in Financial Express (English Daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition) ("Newspapers") ("Detailed Public Statement"), (c) Draft Letter of Offer dated Thursday, September 05, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations ("Draft Letter of Offer"), (d) Letter of Offer dated Thursday, December 05, 2024, along with the Form of Acceptance-cum-Acknowledgement ("Letter of Offer"), (e) Recommendations of the Independent Directors of the Target Company which were approved on Saturday, December 14, 2024, and published in the Newspapers on Monday, December 16, 2024 ("Recommendations of the Independent Directors of the Target Company"), (f) Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement dated Monday, December 16, 2024, which was published in the Newspapers on Tuesday, December 17, 2024 ("Pre-Offer Public Announcement") (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company, and this Post-Offer Public Announcement are hereinafter collectively referred to as "Offer Documents") issued by the Manager on behalf of the Acquirers.

The capitalized terms used but not defined in this Post-Offer Public Announcement shall have the meaning assigned to such terms in the Offer Documents.

1.	<b>Name of the Target Company</b>	Manbro Industries Limited bearing corporate identity number 'L47211DL1992PLC048444, with its registered office located at : C-18 Shivaji Park, Punjabi Bagh, Shivaji Park (West Delhi), New Delhi - 110026, Delhi, India.			
2.	<b>Name of the Acquirers and PACs</b>	<p>Mr. Mangi Lal Goenka, son of the Late Hanuman Box Goenka, aged about 80 years, Indian Resident, bearing Permanent account number 'ACNPG9847L' allotted under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuli Katia, Haiborgaon, Nagoan - 782002, Assam, India (Acquirer 1)</p> <p>Mr. Sunil Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 59 years, Indian Resident, bearing Permanent account number 'ACNPG9846M' allotted under the Income Tax Act, 1961, resident at 20, SS Road, Near Hanuman Mandir, Khuli Katia, Haiborgaon, Nagoan - 782002, Assam, India (Acquirer 2)</p> <p>Mr. Binod Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 58 years, Indian Resident, bearing Permanent account number 'ACNPG9848F' allotted under the Income Tax Act, 1961, resident at D7A Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeco Bhawan, Dispur, Kamrup Metro - 781005, Assam, India (Acquirer 3)</p> <p>Mr. Dilip Kumar Goenka, son of Mr. Mangi Lal Goenka, aged about 50 years, Indian Resident, bearing Permanent account number 'AGPPG0080K' allotted under the Income Tax Act, 1961, resident at D7B Subham Buildwell, RG Baruah Road, Manik Nagar, Near Neepeco Bhawan, Dispur, Kamrup Metro - 781005, Assam, India (Acquirer 4)</p> <p>There are no persons acting in concert with the Acquirers for the purpose of this Offer.</p>			
3.	<b>Name of Manager to the Offer</b>	Swaraj Shares and Securities Private Limited			
4.	<b>Name of Registrar to the Offer</b>	Skyline Financial Services Private Limited			
5.	<b>Offer Details</b>				
5.1	Date of Opening of the Offer	Wednesday, December 18, 2024			
5.2	Date of Closing of the Offer	Wednesday, January 01, 2025			
6.	<b>Date of Payment of Consideration</b>	Tuesday, January 14, 2025			
7.	<b>Details of the Acquisition</b>				
	<b>Particulars</b>	<b>Proposed in the Offer Document (Assuming full acceptance in this Offer)</b>	<b>Actuals</b>		
7.1	Offer Price	₹65.00/-	₹65.00/-		
7.2	Aggregate number of Equity Shares tendered	26,39,273	1,402		
7.3	Aggregate number of Equity Shares accepted	26,39,273	2		
7.4	Size of the Open Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	₹17,15,52,745.00/-	₹130.00/-		
7.5	<b>Shareholding of the Acquirers before the Share Subscription Agreement/ Public Announcement</b>				
a)	Number of Equity Shares	Nil		Nil	
b)	% of Expanded Voting Share Capital	Not Applicable		Not Applicable	
7.6	<b>Equity Shares allotted on Saturday, December 07, 2024, pursuant to the Share Subscription Agreement</b>				
a)	Preferential Issue of Equity Shares	42,00,000		42,00,000	
b)	% of Expanded Voting Share Capital	41.38%		41.38%	
7.7	<b>Preferential Issue of Convertible Warrants (each Warrant being convertible into 1 Equity Share of the Target Company) allotted on Saturday, December 07, 2024, pursuant to the Share Subscription Agreement, assuming that the allotted Warrants are converted into Equity Shares</b>				
a)	Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares)	15,50,000		15,50,000	
b)	% of Expanded Voting Share Capital	15.27%		15.27%	
7.8	<b>Equity Shares acquired by way of Offer</b>				
a)	Number of Equity Shares	26,39,273		2	
b)	% of Expanded Voting Share Capital	26.00%		0.00002%	
7.9	<b>Equity Shares acquired after the Detailed Public Statement</b>				
a)	Number of Equity Shares acquired	Nil		Nil	
b)	Price of the Equity Shares acquired	Not Applicable		Not Applicable	
c)	% of Equity Shares acquired	Not Applicable		Not Applicable	
7.10	<b>Post-Offer shareholding of the Acquirers (Assuming allotted Warrants are converted into Equity Shares)</b>				
a)	Number of Equity Shares	83,89,273		57,50,002	
b)	% of Expanded Voting Share Capital	82.64%		56.64%	
7.11	<b>Pre-Offer and Post-Offer shareholding of the Public Shareholders (other than the Acquirers and the Promoters)</b>				
	<b>Particulars</b>	<b>Pre-Offer (Pre-Preferential Issue of Equity Shares and Convertible Warrants Paid-Up Share Capital)</b>	<b>Pre-Offer (Post-Preferential Issue of Equity Shares and Convertible Warrants Paid-Up Share Capital)</b>	<b>Post-Offer (Post-Preferential Issue of Equity Shares and Convertible Warrants Paid-Up Share Capital)</b>	<b>Post-Offer (Pre-Preferential Issue of Equity Shares and Convertible Warrants Paid-Up Share Capital)</b>
a)	Number of Equity Shares	3,67,701	42,67,701	16,28,428	42,67,701
b)	% of fully diluted Equity Share capital	3.62%	42.04%	16.04%	42.04%
8.	The Acquirers accepts full responsibility for the information contained in this Post-Offer Public Announcement and for their obligations specified under SEBI (SAST) Regulations.				
9.	On Saturday, December 07, 2024, in pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under the Share Subscription Agreement, the Acquirers have been allotted 42,00,000 Equity Shares representing 41.38% of the Expanded Voting Share Capital of the Target Company, and 15,50,000 Convertible Warrants (post-conversion into Equity Shares shall represent 15.27% of the Expanded Voting Share Capital of the Target Company), on Saturday, December 07, 2024. As of this date, the Acquirers have processed the corporate action for crediting the Equity Shares, and the Convertible Warrants (each Warrant being convertible into 1 Equity Share of the Target Company) allotted on Saturday, December 07, 2024, pursuant to the Share Subscription Agreement in accordance with the provisions of Regulation 22 (2A) of the SEBI (SAST) Regulations. The Acquirers shall make an application for reclassification of themselves as the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto (SEBI (LODR) Regulations).				
10.	A copy of this Post-Offer Public Announcement will be accessible on the websites of Securities and Exchange Board of India at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , BSE Limited at <a href="http://www.bseindia.com">www.bseindia.com</a> and the registered office of the Target Company.				
<b>ISSUED BY MANAGER TO THE OFFER</b>					
<b>SWARAJ</b>					
SHARES & SECURITIES PVT. LTD.					
Swaraj Shares and Securities Private Limited					
Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India					
Telephone Number: +91-22-69649999					
Email Address: <a href="mailto:takeover@swarajshares.com">takeover@swarajshares.com</a>					
Investors Grievance Email Address: <a href="mailto:investor.relations@swarajshares.com">investor.relations@swarajshares.com</a>					
Website: <a href="http://www.swarajshares.com">www.swarajshares.com</a>					
Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel					
SEBI Registration Number: INM00012980					
Date: Thursday, January 16, 2025					
Place: Mumbai					
					On Behalf of the Acquirers Sd/- Mr. Binod Kumar Goenka Acquirer 3