

January 23, 2019

To,  
The Manager  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400001

**Subject: Public Announcement to the shareholders of Integra Telecommunication & Software Limited ('ITSL' or 'TC' or 'Target Company') in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited**, ('Manager to the Offer'), are hereby submitting the **Public Announcement** made by us on behalf of **Micro Logistics (India) Private Limited** ('Acquirer') having its registered office at 610-611, Nirmal Galaxy Arior, L.B.S.Marg, Mulund, Mumbai – 400080, India, to acquire 2,745,600 (Twenty Seven Lacs Forty Five Thousand and Six Hundred) Equity Shares constituting 26.00% of the Issued, Subscribed and Paid-up Share Capital of **Integra Telecommunication & Software Limited** ('Target Company') at a price of INR 10.00/- (Indian Rupees Ten Only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations').

A hard copy and soft copy of the Public Announcement has been dispatched to your good office.

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**

  
(Manoj Kumar)

Partner – M&A and Transactions



**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF**

## **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED**

OPEN OFFER ('OFFER' / 'OPEN OFFER') FOR ACQUISITION OF 2,745,600 (TWENTY SEVEN LACS FORTY FIVE THOUSAND AND SIX HUNDRED) EQUITY SHARES OF FACE VALUE OF INR 10 EACH ('EQUITY SHARE') REPRESENTING 26.00% OF THE ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL OF **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED** (HEREINAFTER REFERRED AS '**ITSL**' / '**TARGET COMPANY**') FROM ALL PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY **MICRO LOGISTICS (INDIA) PRIVATE LIMITED** HAVING ITS REGISTERED OFFICE AT 610-611, NIRMAL GALAXY AVIOR, L.B.S. MARG, MULUND, MUMBAI – 400080, INDIA (HEREINAFTER REFERRED TO AS '**ACQUIRER**').

**This Public Announcement ('PA' / 'Public Announcement')** is being issued by **Corporate Professionals Capital Private Limited ('Manager to the Offer')** for and on behalf of **Acquirer** to the **Equity Shareholders of the Target Company ('Shareholders')** pursuant to, and in compliance with, **Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations')**.

### **1. OFFER DETAILS**

- **Size:** 2,745,600 (Twenty Seven Lacs Forty Five Thousand and Six Hundred) Equity Shares representing 26.00% of the Issued, Subscribed and Paid-up Share Capital of the Target Company.
- **Price/ consideration:** INR 10.00/- (Indian Rupees Ten Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** Triggered Offer

**2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):**

<b>DETAILS OF UNDERLYING TRANSACTION</b>						
<b>Type of Transaction (Direct/ Indirect)</b>	<b>Mode of Transaction (Agreement/ Allotment/ Market Purchase)</b>	<b>Shares / Voting rights acquired/ proposed to be acquired</b>		<b>Total Consideration for shares/ Voting Rights (VR) acquired (INR In Crores)</b>	<b>Mode of Payment (Cash/ Securities)</b>	<b>Regulation which has triggered</b>
		<b>Number</b>	<b>% vis a vis total Equity/ Voting capital</b>			
Direct	Share Purchase Agreement dated January 23, 2019	5,693,299	53.91	INR 5.69	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011

**3. ACQUIRER:**

<b>DETAILS</b>	<b>ACQUIRER</b>
<b>Name of Acquirer</b>	<b>MICRO LOGISTICS (INDIA) PRIVATE LIMITED</b>
Registered Office	610-611, Nirmal Galaxy Avalor, L.B.S. Marg, Mulund, Mumbai – 400080, India
Name(s) of persons in control/ promoters of Acquirer	Mr. Rajen Shah Mrs. Asmita Shah Mr. Bharat Madan

	Mrs. Neha Madan Mr. Jeet Shah
Name of the Group, if any, to which the Acquirer company belongs to	SJA Group
Pre Transaction shareholding (Number and % of total share capital) of Acquirer	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	The Acquirer would hold 5,693,299 (Fifty Six Lacs Ninety Three Thousand Two Hundred and Ninety Nine) Equity Shares representing 53.91% of the Issued, Subscribed and Paid-up Share Capital of the Target Company i.e. INR 105,600,000 (Indian Rupees Ten Crores Fifty Six Lacs Only) comprising of 10,560,000 (One Crore Five Lacs and Sixty Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten) each.
Any other interest in the TC	Other than the shareholding as disclosed above, the Acquirer does not have any other interest in the Target Company.

#### 4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of Promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mrs. Rashmee Agarwal	Yes	4,320,541	40.91	Nil	NA
Mr. C.L. Agarwal	Yes	1,656,672	15.69	900,000	8.52
Mr. Nikhil Agarwal	Yes	311,086	2.95	Nil	NA
Ms. Ratika Agarwal	Yes	305,000	2.89	Nil	NA
<b>Total</b>		<b>6,593,299</b>	<b>62.44</b>	<b>900,000</b>	<b>8.52</b>

## 5. TARGET COMPANY:

<b>Name</b>	:	INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED
<b>CIN</b>	:	L74899DL1985PLC020286
<b>Exchange where listed</b>	:	BSE Limited

## 6. OTHER DETAILS:

- The Detailed Public Statement pursuant to this Public Announcement would include all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper, any one local language newspaper of the Stock Exchange where the shares of the Target Company is listed and any one local language newspaper where the registered office of the Target Company is situated. The Detailed Public Statement shall be published on or before Wednesday, January 30, 2019.
- Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations.
- Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

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**SEBI Regn. No:** INM000011435

**For and on behalf of Micro Logistics (India) Private Limited**

**Sd/-**

**Mr. Jeet Shah**

**Director**

**Place: New Delhi**

**Date: January 23, 2019**