

DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF VINTRON INFORMATICS LIMITED IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME.

Open offer for acquisition of up to 2,03,72,508 (Two Crore Three Lakh Seventy Two Thousand Five Hundred and Eight Only) equity shares, representing 26% of the total paid-up/voting share capital of Vintron Informatics Limited, ("VIL" or "Target Company") from the Public Shareholders (as defined below) by M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai, Green Park Extn., New Delhi 110016, India ("Acquirer-1") and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India ("Acquirer-2") (Hereinafter Collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by the Manager to the Offer i.e., D & A Financial Services (P) Limited ("Manager"), on behalf of the Acquirers, namely M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai Green Park Extn., New Delhi-110016, and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India pursuant to Regulation 13(4) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") pursuant to Public Announcement dated June 10, 2022 ("PA"), in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulation filed on June 10, 2022 with the BSE Limited ("BSE") and with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of Regulation 14(2) of the SEBI (SAST) Regulations and subsequent amendments thereto.

ACQUIRERS, TARGET COMPANY AND OFFER

(A) Information about the Acquirers

Acquirer 1: M/s Vistara Network Private Limited

- 1. M/s Vistara Network Private Limited, is originally incorporated as a private limited company under the name as M/s Telexcell Telecom Private Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated August 20, 2007. Later, the name of the company was changed from Telexcell Telecom Private Limited to Telex Mines & Minerals Private Limited vide certificate of incorporation pursuant to change of name dated January 14, 2013. Consequently, the name of the company was again changed from Telex Mines & Minerals Private Limited to its present name i.e. Vistara Network Private Limited vide certificate of incorporation pursuant to change of name dated April 16, 2015 having its registered office at 33, Yusuf Sarai, Green Park Extn., New Delhi-110016, having corporate identification number: U14290DL2007PTC167198.
2. The acquirer is engaged in business to develop, manufacture, produce, install, import & export of all types of software, software products, computer programs, computer hardware and to carry on the business of providing computer consultancy services.
3. The Company does not belong to any Group as such.
4. As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
5. The shareholding pattern of the Acquirer as on June 09, 2022 is given as under:

Table with 4 columns: S. No., Name of Shareholder, No. of Shares, % of shareholding. Includes Pallavi Lalwani (5000 shares, 50.00%) and Malvika Lalwani (5000 shares, 50.00%).

6. The brief financials of the acquirer are as under:

(Rs. In Lakh)

Table with 4 columns: Particulars, Year Ended March 31, 2020 (Audited), Year Ended March 31, 2021 (Audited), Year ended March 31, 2022 (Un-Audited). Rows include Total Income/Net Income, Profit After Tax, Earnings Per Share (EPS) (In Rs.), and Net worth.

\* Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022, Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- 7. The acquirer being private limited company is not listed at any of the stock exchange(s).
8. As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
9. There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
10. Ms. Pallavi Lalwani, one of the promoter director of the company is also acting as designated partner in M/s Telexcell Enterprise LLP one of the acquirer to the said offer.

Acquirer 2: M/s Telexcell Enterprise LLP

- 1. M/s Telexcell Enterprise LLP, a limited liability Partnership incorporated under the provisions of Limited Liability Partnership Act, 2008 under the name and style as M/s Telexcell Enterprise LLP, vide certificate of incorporation dated January 07, 2014 having its registered office at C-45, 3rd Floor Green Park Main, New Delhi 110016, having Limited liability identification number: AA89863.
2. The main object of the acquirer is to carry on the business as buyers, sellers, importers, exporters, distributors, agents, traders, brokers, factors, stockiest, commission agents and dealers of Computers, computer accessories, Telecom products networking products, switches, modem, engineering goods etc.
3. The LLP does not belong to any Group as such.
4. As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
5. The shareholding pattern of the Acquirer as on date of June 09, 2022 is given as under:

Table with 4 columns: S. No., Name of Designated Partner, Contribution, % of shareholding. Includes Patel Akshay Kumar Dinesh Kumar (1,90,00,000 contribution, 99.48%) and Pallavi Lalwani (1,00,000 contribution, 0.52%).

6. The brief financials of the acquirer are as under:

(Rs. In Lakh)

Table with 4 columns: Particulars, Year Ended March 31, 2020 (Audited), Year Ended March 31, 2021 (Audited), Year Ended March 31, 2022 (Unaudited). Rows include Total Income/Net Income, Profit After Tax, Earnings Per Share (EPS) (In Rs.), and Net worth.

\* Source: Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022, Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- 7. The acquirer being a Limited Liability Partnership is not listed at any of the stock exchange(s).
8. As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
9. There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
10. Ms. Pallavi Lalwani, one of the Designated partner of the LLP is also acting as promoter director in M/s Vistara Network Private Limited one of the acquirer to the said offer.

(B) Details of Sellers

Seller: Goodworth Build Invest Private Limited

- 1. M/s Goodworth Build Invest Private Limited, was originally incorporated under the name as Goodworth Invest Build Private Limited vide certificate of incorporation dated 22 July, 1996 with the Registrar of Companies, N.C.T of Delhi and Haryana and having its registered office at D-107 & 108, Okhla Industrial Area, Phase-1, New Delhi-110020 having corporate identification number: U67120DL1996PTC080563. It belongs to promoter group of the Target Company.
2. As on the date of DPS, it holds 5,79,25,451 equity shares / voting rights in the Target Company representing 73.93% of the issued and paid up equity share capital / voting capital of the Target Company.
3. M/s Goodworth Build Invest Private Limited has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
4. After closure of the Offer, M/s Goodworth Build Invest Private Limited will not hold any equity shares in the Target Company.
5. The shares of M/s Goodworth Build Invest Private Limited being a private limited company are not listed at any of the stock exchange(s).

(C) Details of Target Company

VINTRON INFORMATICS LIMITED

- 1. Vintron Informatics Limited (Hereinafter referred to as "Target Company"/ "VIL") was originally incorporated as public limited company in the name of Vintron Industries Limited on August 06, 1991, with the Registrar of Companies, N.C.T of Delhi and Haryana, under the provision of Companies Act, 1956. Consequently, the name of the company was changed from Vintron Industries Limited to its present name i.e. Vintron Informatics Limited vide fresh certificate of incorporation consequent upon change of name dated September 15, 1999. The Registered Office of the company is situated at D-107 & 108, Okhla Industrial Area Phase-I New Delhi South Delhi 110020 IN, having corporate identification number: CIN No. L72100DL1991PLC045276. The Company does not belong to any group.
2. The authorized share capital of VIL as on 31st March, 2022 is Rupees 20,00,00,000 comprising of 20,00,00,000 equity shares of Re 1/- (Rupee One only) each. The issued, subscribed and paid-up equity share capital of VIL as on 31st March, 2022, stood at Rs. 7,83,55,800 comprising of 7,83,55,800 fully paid-up equity share of Re 1/- each.
3. There are no partly paid up shares in the Target Company.
4. Presently the Target Company is engaged in the business of manufacturing of CCTV Cameras/DVR.
5. The shares of VIL are listed on the BSE Limited and Calcutta Stock Exchange Limited. Further, trading in the shares of the Target Company are suspended at Calcutta Stock Exchange Limited.
6. The Brief financials of the VIL are as under:

(Rs. In Lakh)

Table with 4 columns: Particulars, Year ended March 31, 2020 (Audited), Year ended March 31, 2021 (Audited), Year ended March 31, 2022 (Audited). Rows include Total Income/Net Income, Profit After Tax, Earnings Per Share (EPS), and Net worth.

\* Source: As Certified by statutory auditor of the Target Company, M/s APAS & Co. LLP, Chartered Accountants (Firm Registration Number: 000340C/C400308), as certified by Rajeev Ranjan, Partner (Membership Number: 535395), having its office at 606, 6th Floor, PP City Centre Road No. 44, Pitampura, Delhi-110034 vide his certificate dated 14th June, 2022, Phone Number: 011-49058720, Email Id: apas.delhi@gmail.com.

(D) Details of the Offer

- 1. This offer is made to all the Public Shareholders of the Target Company, who own the equity shares at any time prior to the closure of tendering period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirers, PACs and Seller, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations ("Public Shareholders") to acquire up to 2,03,72,508 equity shares of face value of Re. 1/- each at an offer price of Rs. 1.25/- per equity shares ("Offer Price"), payable in cash, aggregating to Rs. 2,54,65,635 ("Offer Size").
2. The offer shares represent 26% of the paid-up equity share capital of the Target Company as on the 10th Working Day, as defined under the SEBI (SAST) Regulations ("Working Day") after the closure of the tendering period under the open offer ("Emerging Voting Capital").
3. The Emerging Voting Capital has been computed as follows:

Table with 3 columns: Particulars, Issued and Paid up Capital and Voting Rights, % of Emerging Voting Capital. Rows include Fully paid-up equity share as on the date of PA (7,83,55,800), Partly paid-up equity share as on the date of PA (Nil), Convertible instrument outstanding (Nil), Employee stock options outstanding (Nil), and Emerging Voting Capital (7,83,55,800).

4. The Offer is subjected to the following statutory approvals namely:

- a) As on the date of PA, to the best of the knowledge of the Acquirers, no approval will be required from any bank / financial institutions for the purpose of this offer.
b) As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
c) The offer would be subject to all other statutory approvals if any that may become applicable at a later date before the completion of this offer.
d) In case of a delay in the receipt of any statutory approvals that become applicable to the offer, SEBI may, if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer to make payment of the consideration to the Public Shareholders whose equity shares have been accepted in this offer.

5. The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

6. The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of VIL in the succeeding 2 (Two) years, except in the ordinary course of business of VIL. However, VIL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders by way of special resolution through postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.

7. The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will result in public shareholding in VIL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

II. BACKGROUND TO THE OFFER

- 1. This offer is made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the entering in to share purchase agreement, dated 10th June, 2022 ("SPA"), with the Sellers.
2. Pursuant to the execution of the SPA, however, subject to the satisfaction or waiver, if applicable, of the conditions contained therein, the Seller has agreed to sell, and the Acquirers have agreed to purchase for cash 5,79,25,451 equity shares of the Target Company at a price of Re. 1.00 per equity shares representing approximately 73.93% of the total paid-up equity share capital of the Target Company ("Sale Shares") from the Seller.
3. Mode of Payment: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
4. The Acquirers are interested in taking over the management and control of VIL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for this offer. At present, the Acquirers has no intention to change the existing line of business of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

The Current and Proposed Shareholding of the acquirers in Target Company and the details of their acquisitions are as under:

Table with 3 columns: Details, Number of Equity Shares, %\*. Rows include Shareholding as of the date of PA (Nil), Shares acquired between the PA date and the DPS date (Nil), and Post Offer Shareholding\* (78297959 shares, 99.93%).

\*1) Computed on the diluted basis of the Emerging Voting Capital.

(2) Assuming full acceptance in the Offer.

IV. OFFER PRICE

1. The equity shares of the Target Company are listed on the BSE. The equity shares on BSE are frequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from June, 2021 to May, 2022 i.e., 12 (Twelve) calendar month preceding June, 2022, the month in which the Public Announcement was issued as given below:

Table with 4 columns: Name of the Stock Exchange, Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., June 2021 to May, 2022, Total Number of Listed Shares, Annualized Trading Turnover (as % of total weighted number of equity shares listed). Row for BSE shows 10709365 shares traded, 78355800 listed shares, and 13.67% turnover.

Source: www.bseindia.com

2. The Offer Price of Rupees 1.25/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Table with 2 columns: Details, Rupees. Rows include The Negotiated Price (Re 1.00), Volume weighted average price paid or payable for acquisition by the Acquirer or PACs during the 52 (Fifty Two) weeks immediately preceding the date of PA (Not Applicable), Highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty Six) weeks immediately preceding the date of the PA (Not Applicable), Volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE (Re 1.15), and Price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies (Not Applicable).

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc. where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer

Therefore in view of above, the Offer Price of Rupees 1.25 per share is justified.

3. The Acquirers may revise the Offer Price at its discretion or pursuant to any acquisition by the Acquirer at a price which is higher than the Offer Price at any time prior to 3 (Three) Working Days prior to the commencement of the tendering period under the offer. In the event of such a revision, the Acquirer shall, (i) make a corresponding increase to the escrow amounts, as more particular set out in Part V (Financial Arrangements) of this DPS, (ii) make a public announcement in the same newspapers in which the DPS is to be published, and (iii) simultaneously with such announcement, inform SEBI, the stock exchanges and the Target Company at its registered office of such a revision.

V. FINANCIAL ARRANGEMENTS

- 1. The Acquirers have adequate resources to meet the financial requirements of the offer. The Acquirers have made firm arrangement for the resources required to complete the offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.
2. Assuming full acceptance, the total requirement of funds for this offer would be Rupees. 2,54,65,635/- (Rupees Two Crore Fifty Four Lakh Sixty Five Thousand Six Hundred and Thirty Five Only). In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("Escrow Agreement") with Axis Bank Limited ("Escrow Agent"), having its branch at E-224, East of Kailash, New Delhi - 110065 and have deposited an amount of Rs. 65,00,000/- (Rupees Sixty Five Lakhs only) in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
3. In terms of Regulation 17(10)(e) of the SEBI (SAST) Regulations, in case of non-fulfillment of obligations by the Acquirers, the Manager shall ensure realization of escrow amount by way of foreclosure of deposit.
4. Mr. Kamal S Jain, (Membership Number: 518701) Proprietor of M/s Kamal S Jain & Associates., Chartered Accountants Firm registration No. 024002N having office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024, Phone No- 011-49400900, have vide his certificate dated 09th June, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
5. The Acquirers have duly empowered the Manager, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6. The Manager hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

VI. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER

- 1. As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirer.
2. As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
3. The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
4. In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer and the PAC to make payment of the consideration to the Public Shareholders whose shares have been accepted in this offer.
5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirer shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirer (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF OFFER

Table with 3 columns: S. No, Activity, Days & Dates. Rows include Date of Public Announcement (Friday, June 10, 2022), Date of Publication of Detailed Public Statement (Friday, June 17, 2022), Filing of the Draft letter of Offer to SEBI (Friday, June 24, 2022), Last Date for a Competitive Offer(s) (Friday, July 08, 2022), Identified Date\* (Tuesday, July 19, 2022), Date by which Final Letter of Offer will be dispatched to the shareholders (Tuesday, July 26, 2022), Last Date for revising the Offer Price / number of shares. (Thursday, July 28, 2022), Date by which the committee of the independent directors of the Target Company shall give its recommendations. (Friday, July 29, 2022), Date of Publication of Offer Opening Public Announcement (Monday, August 01, 2022), Date of Commencement of Tendering Period (Offer Opening date) (Tuesday, August 02, 2022), Date of Expiry of Tendering Period (Offer Closing date) (Thursday, August 18, 2022), and Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account. (Friday, September 02, 2022).

\*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

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

- 1. All the shareholders, whether holding the equity shares in physical form or dematerialized form or holding lock in equity shares are eligible to participate in this offer at any time during the tendering period for this offer.
2. Persons 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 unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the letter of offer, may also participate in this offer.
3. The open offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016 as may be amended from time to time, issued by SEBI.
4. BSE shall be the designated stock exchange for the purpose of tendering equity shares in the open offer.
5. The Acquirers has appointed M/s Mansukh Stock Brokers Limited as the registered broker ("Acquirer's Broker") through whom the purchases and settlements on account of open-offer would be made by the Acquirers.

The Contact details of the Acquirer's Broker are as follows:

Mansukh Stock Brokers Limited, Address: Mansukh House, 6, Pandav Nagar, Delhi-110092 Contact Person: Mr. Virender Mansukhani Tel No: +91-011-30211800/47617800 Email Id: admin@mansukh.net

- 6. All shareholders who desire to tender their equity shares under the open offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.
7. Such equity shares would be transferred to the respective Selling Broker's pool accounts prior to placing the bid.
8. A separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
9. The detailed procedure for tendering the equity shares in this offer will be available in the letter of offer.
10. In accordance with the Frequently Asked Questions issued by SEBI, "FAQs" -Tendering of Physical Shares in Buy Back Offer/Open Offer/Exit Offer/Delisting" dated 20th February, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31st July, 2020 and BSE Notice No. 20200528-32 dated 28th May, 2020, shareholders holding securities in physical forms are allowed to tender shares in open offer. However, such tendering shall be as per provisions of SEBI (SAST) Regulations, 2011.

IX. Other Information

- 1. The Acquirers accept full responsibility for the information contained in the Public Announcement ("PA") and this Detailed Public Statement ("DPS") (other than such information that has been sourced from public sources or provided and confirmed by the Target Company and shall be jointly or severally responsible for the fulfillment of the obligations under the offer and as laid down in SEBI (SAST) Regulations.
2. The Acquirers have appointed M/s Skyline Financial Services Pvt. Ltd, as a Registrar to the Offer having its office at D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 ("Registrar to the Offer") Tel nos.: 011-4050193-97, Email:compliances@skylinert.com, Contact Person: Mr. Alok Gautam.
3. This DPS and the PA would also be available on SEBI's Website (www.sebi.gov.in).
4. The Acquirers reserves the right to withdraw the offer pursuant to Regulation 23(1) of the SEBI (SAST) Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this DPS appears.
5. The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the special depository escrow account.
6. The intimation of returned shares to the shareholders will be sent at the address as per the records of the depository.
7. The Acquirers may make upward revisions to the Offer Price, subject to the provisions of the SEBI (SAST) Regulations or any other regulations as may be applicable, to the number of shares sought to be acquired in the open offer, at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the tendering period.

Manager to the Offer: D & A FINANCIAL SERVICES (P) LIMITED, 13, Community Centre, East of Kailash, New Delhi - 110065. Registrar to the Offer: SKYLINE FINANCIAL SERVICES PVT. LIMITED, D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi- 110020. Issued on behalf of the Acquirers by Manager to the Offer.

Place : New Delhi Date : 16.06.2022

New Delhi



# DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF VINTRON INFORMATICS LIMITED IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME.

Open offer for acquisition of up to 2,03,72,508 (Two Crore Three Lakh Seventy Two Thousand Five Hundred and Eight Only) equity shares, representing 26% of the total paid-up/voting share capital of Vintron Informatics Limited, ("VIL" or "Target Company") from the Public Shareholders (as defined below) by M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai, Green Park Extn., New Delhi 110016, India ("Acquirer-1") and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India ("Acquirer-2") (Hereinafter Collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by the Manager to the Offer i.e., D & A Financial Services (P) Limited ("Manager"), on behalf of the Acquirers, namely M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai Green Park Extn., New Delhi-110016, and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India pursuant to Regulation 13(4) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") pursuant to Public Announcement dated June 10, 2022 ("PA"), in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulation filed on June 10, 2022 with the BSE Limited ("BSE") and with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of Regulation 14(2) of the SEBI (SAST) Regulations and subsequent amendments thereto.

## ACQUIRERS, TARGET COMPANY AND OFFER

### (A) Information about the Acquirers

#### Acquirer 1: M/s Vistara Network Private Limited

- M/s Vistara Network Private Limited, is originally incorporated as a private limited company under the name as M/s Telexcell Telecom Private Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated August 20, 2007. Later, the name of the company was changed from Telexcell Telecom Private Limited to Telx Mines & Minerals Private Limited vide certificate of incorporation pursuant to change of name dated January 14, 2013. Consequently, the name of the company was again changed from Telx Mines & Minerals Private Limited to its present name i.e. Vistara Network Private Limited vide certificate of incorporation pursuant to change of name dated April 16, 2015 having its registered office at 33, Yusuf Sarai, Green Park Extn., New Delhi-110016, having corporate identification number: U14290DL2007PTC167198.
- The acquirer is engaged in business to develop, manufacture, produce, install, import & export of all types of software, software products, computer programs, computer hardware and to carry on the business of providing computer consultancy services.
- The Company does not belong to any Group as such.
- As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
- The shareholding pattern of the Acquirer as on June 09, 2022 is given as under:

S. No.	Name of Shareholder	No. of Shares	% of shareholding
1	Pallavi Lalwani	5000	50.00
2	Malvika Lalwani	5000	50.00
	<b>TOTAL</b>	<b>10,000</b>	<b>100.00</b>

- The brief financials of the acquirer are as under:

(Rs. In Lakh)

Particulars	Year Ended March 31, 2020 (Audited)	Year Ended March 31, 2021 (Audited)	Year ended March 31, 2022 (Un-Audited)
Total Income/Net Income	3.79	192.71	605.11
Profit After Tax	(0.81)	0.86	(0.55)
Earnings Per Share (EPS) (In Rs.)	(8.05)	8.61	(5.55)
Net worth	0.27	1.13	0.66

\* Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022. Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- The acquirer being private limited company is not listed at any of the stock exchange(s).
- As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
- Ms. Pallavi Lalwani, one of the promoter director of the company is also acting as designated partner in M/s Telexcell Enterprise LLP one of the acquirer to the said offer.

#### Acquirer 2: M/s Telexcell Enterprise LLP

- M/s Telexcell Enterprise LLP, a Limited liability Partnership incorporated under the provisions of Limited Liability Partnership Act, 2008 under the name and style as M/s Telexcell Enterprise LLP, vide certificate of incorporation dated January 07, 2014 having its registered office at C-45, 3rd Floor Green Park Main, New Delhi 110016, having Limited liability identification number: AAB9863.
- The main object of the acquirer is to carry on the business as buyers, sellers, importers, exporters, distributors, agents, traders, brokers, factors, stockiest, commission agents and dealers of Computers, computer accessories, Telecom products networking products, switches, modem, engineering goods etc.
- The LLP does not belong to any Group as such.
- As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
- The shareholding pattern of the Acquirer as on date of June 09, 2022 is given as under:

S. No.	Name of Designated Partner	Contribution	% of shareholding
1	Patel AkshayKumar DineshKumar	1,90,00,000	99.48
2	Pallavi Lalwani	1,00,000	0.52
	<b>TOTAL</b>	<b>1,91,00,000</b>	<b>100</b>

- The brief financials of the acquirer are as under:

(Rs. In Lakh)

Particulars	Year Ended March 31, 2020 (Audited)	Year Ended March 31, 2021 (Audited)	Year Ended March 31, 2022 (Unaudited)
Total Income/Net Income	-	-	-
Profit After Tax	(0.01)	(0.09)	(7.50)
Earnings Per Share (EPS) (In Rs.)	-	-	-
Net worth	2.17	2.09	(5.41)

\* Source: Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022. Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- The acquirer being a Limited Liability Partnership is not listed at any of the stock exchange(s).
- As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
- Ms. Pallavi Lalwani, one of the Designated partner of the LLP is also acting as promoter director in M/s Vistara Network Private Limited one of the acquirer to the said offer.

### (B) Details of Sellers

#### Seller: Goodworth Build Invest Private Limited

- M/s Goodworth Build Invest Private Limited, was originally incorporated under the name as Goodworth Invest Build Private Limited vide certificate of incorporation dated 22 July, 1996 with the Registrar of Companies, N.C.T of Delhi and Haryana and having its registered office at D-107 & 108, Okhla Industrial Area, Phase-1, New Delhi-110020 having corporate identification number: U67120DL1996PTC080563. It belongs to promoter group of the Target Company.
- As on the date of DPS, it holds 5,79,25,451 equity shares / voting rights in the Target Company representing 73.93% of the issued and paid up equity share capital / voting capital of the Target Company.
- M/s Goodworth Build Invest Private Limited has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, M/s Goodworth Build Invest Private Limited will not hold any equity shares in the Target Company.
- The shares of M/s Goodworth Build Invest Private Limited being a private limited company are not listed at any of the stock exchange(s).

### (C) Details of Target Company

#### VINTRON INFORMATICS LIMITED

- Vintron Informatics Limited (Hereinafter referred to as "Target Company"/ "VIL") was originally incorporated as public limited company in the name of Vintron Industries Limited on August 06, 1991, with the Registrar of Companies, N.C.T of Delhi and Haryana, under the provision of Companies Act, 1956. Consequently, the name of the company was changed from Vintron Industries Limited to its present name i.e. Vintron Informatics Limited vide fresh certificate of incorporation consequent upon change of name dated September 15, 1999. The Registered Office of the company is situated at D-107 & 108, Okhla Industrial Area Phase-1 New Delhi South Delhi 110020 IN, having corporate identification number: CIN No. L72100DL1991PLC045276. The Company does not belong to any group.
- The authorized share capital of VIL as on 31st March, 2022 is Rupees 20,00,00,000 comprising of 20,00,00,000 equity shares of Re 1/- (Rupee One only) each. The issued, subscribed and paid-up equity share capital of VIL as on 31st March, 2022, stood at Rs. 7,83,55,800 comprising of 7,83,55,800 fully paid-up equity share of Re 1/- each.
- There are no partly paid up shares in the Target Company.
- Presently the Target Company is engaged in the business of manufacturing of CCTV Cameras/DVR.
- The shares of VIL are listed on the BSE Limited and Calcutta Stock Exchange Limited. Further, trading in the shares of the Target Company are suspended at Calcutta Stock Exchange Limited.
- The Brief financials of the VIL are as under:

(Rs. In Lakh)

Particulars	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2022 (Audited)
Total Income/Net Income	1592.59	1247.45	1718.81
Profit After Tax	418.07	(311.45)	(181.09)
Earnings Per Share (EPS)	0.53	(0.40)	(0.23)
Net worth	(663.62)	(975.07)	(1156.41)

\* Source: As Certified by statutory auditor of the Target Company, M/s APAS & Co. LLP, Chartered Accountants (Firm Registration Number: 000340C/C400308), as certified by Rajeev Ranjan, Partner (Membership Number: 535395), having its office at 606, 6th Floor, PP City Centre Road No. 44, Pitampura, Delhi-110034 vide his certificate dated 14th June, 2022, Phone Number: 011-49058720, Email id: apas.delhi@gmail.com

### (D) Details of the Offer

- This offer is made to all the Public Shareholders of the Target Company, who own the equity shares at any time prior to the closure of tendering period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirers, PACs and Seller, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations ("Public Shareholders") to acquire up to 2,03,72,508 equity shares of face value of Re. 1/- each at an offer price of Rs. 1.25/- per equity shares ("Offer Price"), payable in cash, aggregating to Rs. 2,54,65,635 ("Offer Size").
- The offer shares represent 26% of the paid-up equity share capital of the Target Company as on the 10th Working Day, as defined under the SEBI (SAST) Regulations ("Working Day") after the closure of the tendering period under the open offer ("Emerging Voting Capital").
- The Emerging Voting Capital has been computed as follows:

Particulars	Issued and Paid up Capital and Voting Rights	% of Emerging Voting Capital
Fully paid-up equity share as on the date of PA	7,83,55,800	100
Partly paid-up equity share as on the date of PA	Nil	Nil
Convertible instrument outstanding	Nil	Nil
Employee stock options outstanding	Nil	Nil
<b>Emerging Voting Capital</b>	<b>7,83,55,800</b>	<b>100</b>

- The Offer is subjected to the following statutory approvals namely:

- As on the date of PA, to the best of the knowledge of the Acquirers, no approval will be required from any bank / financial institutions for the purpose of this offer.
- As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- The offer would be subject to all other statutory approvals if any that may become applicable at a later date before the completion of this offer.
- In case of a delay in the receipt of any statutory approvals that become applicable to the offer, SEBI may, if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer to make payment of the consideration to the Public Shareholders whose equity shares have been accepted in the offer.

- The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

- The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of VIL in the succeeding 2 (Two) years, except in the ordinary course of business of VIL. However, VIL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders by way of special resolution through postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.

- The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will result in public shareholding in VIL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

### II. BACKGROUND TO THE OFFER

- This offer is made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the entering into share purchase agreement, dated 10th June, 2022 ("SPA"), with the Sellers.
- Pursuant to the execution of the SPA, however, subject to the satisfaction or waiver, if applicable, of the conditions contained therein, the Seller has agreed to sell, and the Acquirers have agreed to purchase for cash 5,79,25,451 equity shares of the Target Company at a price of Re. 1.00 per equity shares representing approximately 73.93% of the total paid-up equity share capital of the Target Company ("Sale Shares") from the Seller.
- Mode of Payment: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirers are interested in taking over the management and control of VIL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for this offer. At present, the Acquirers has no intention to change the existing line of business of the Target Company.

### III. SHAREHOLDING AND ACQUISITION DETAILS

The Current and Proposed Shareholding of the acquirers in Target Company and the details of their acquisitions are as under:

Details	Acquirers	
	Number of Equity Shares	%*
Shareholding as of the date of PA	Nil	Nil
Shares acquired between the PA date and the DPS date	Nil	Nil
Post Offer Shareholding*	78297959	99.93

\*1) Computed on the diluted basis of the Emerging Voting Capital.

(2) Assuming full acceptance in the Offer.

### IV. OFFER PRICE

- The equity shares of the Target Company are listed on the BSE. The equity shares on BSE are frequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from June, 2021 to May, 2022 i.e., 12 (Twelve) calendar month preceding June, 2022, the month in which the Public Announcement was issued as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 (twelve) calendar months prior to the month of PA i.e., June 2021 to May, 2022.	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	10709365	78355800	13.67

Source: www.bseindia.com

- The Offer Price of Rupees 1.25/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Details	Rupees
a. The Negotiated Price	Re 1.00
b. The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty Two) weeks immediately preceding the date of PA	Not Applicable
c. The highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty Six) weeks immediately preceding the date of the PA	Not Applicable
d. The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE	Re 1.15
e. The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer

Therefore in view of above, the Offer Price of Rupees 1.25 per share is justified.

- The Acquirers may revise the Offer Price at its discretion or pursuant to any acquisition by the Acquirer at a price which is higher than the Offer Price at any time prior to 3 (Three) Working Days prior to the commencement of the tendering period under the offer. In the event of such a revision, the Acquirer shall, (i) make a corresponding increase to the escrow amounts, as more particular set out in Part V (Financial Arrangements) of this DPS, (ii) make a public announcement in the same newspapers in which the DPS is to be published, and (iii) simultaneously with such announcement, inform SEBI, the stock exchanges and the Target Company at its registered office of such a revision.

### V. FINANCIAL ARRANGEMENTS

- The Acquirers have adequate resources to meet the financial requirements of the offer. The Acquirers have made firm arrangement for the resources required to complete the offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.
- Assuming full acceptance, the total requirement of funds for this offer would be Rupees 2,54,65,635/- (Rupees Two Crore Fifty Four Lakhs Sixty Five Thousand Six Hundred and Thirty Five Only). In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("Escrow Agreement") with Axis Bank Limited ("Escrow Agent"), having its branch at E-224, East of Kailash, New Delhi - 110065 and have deposited an amount of Rs. 65,00,000/- (Rupees Sixty Five Lakhs only) in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- In terms of Regulation 17(10)(e) of the SEBI (SAST) Regulations, in case of non-fulfillment of obligations by the Acquirers, the Manager shall ensure realization of escrow amount by way of foreclosure of deposit.
- Mr. Kamal S Jain, (Membership Number: 518701) Proprietor of M/s Kamal S Jain & Associates., Chartered Accountants Firm registration No. 024002N having office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024, Phone No- 011-49400900, have vide his certificate dated 09th June, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
- The Acquirers have duly empowered the Manager, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

- The Manager hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

### VI. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirer.
- As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer and the PAC to make payment of the consideration to the Public Shareholders whose shares have been accepted in this offer.
- In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirer shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirer (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

### VII. TENTATIVE SCHEDULE OF OFFER

S. No	Activity	Days & Dates
1.	Date of Public Announcement	Friday, June 10, 2022
2.	Date of Publication of Detailed Public Statement	Friday, June 17, 2022
3.	Filing of the Draft letter of Offer to SEBI	Friday, June 24, 2022
4.	Last Date for a Competitive Offer(s)	Friday, July 08, 2022
5.	Identified Date*	Tuesday, July 19, 2022
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, July 26, 2022
7.	Last Date for revising the Offer Price / number of shares.	Thursday, July 28, 2022
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, July 29, 2022
9.	Date of Publication of Offer Opening Public Announcement	Monday, August 01, 2022
10.	Date of Commencement of Tendering Period (Offer Opening date)	Tuesday, August 02, 2022
11.	Date of Expiry of Tendering Period (Offer Closing date)	Thursday, August 18, 2022
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Friday, September 02, 2022

\*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

### VIII. PROCEDURE FOR TENDERING OF SHARES IN THE CASE OF NON RECEIPT OF LETTER OF OFFER

- All the shareholders, whether holding the equity shares in physical form or dematerialized form or holding lock in equity shares are eligible to participate in this offer at any time during the tendering period for this offer.
- Persons 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 unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the letter of offer, may also participate in this offer.
- The open offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016 as may be amended from time to time, issued by SEBI.
- BSE shall be the designated stock exchange for the purpose of tendering equity shares in the open offer.
- The Acquirers have appointed M/s Mansukh Stock Brokers Limited as the registered broker ("Acquirer's Broker") through whom the purchases and settlements on account of open-offer would be made by the Acquirers.

#### The Contact details of the Acquirer's Broker are as follows:

Mansukh Stock Brokers Limited,  
Address: Mansukh House, 6, Pandav Nagar, Delhi-110092  
Contact Person: Mr. Virender Mansukhani  
Tel No.: +91-011-30211800/47617800  
Email Id: admin@mansukh.net

- All shareholders who desire to tender their equity shares under the open offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.
- Such equity shares would be transferred to the respective Selling Broker's pool accounts prior to placing the bid.
- A separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
- The detailed procedure for tendering the equity shares in this offer will be available in the letter of offer.
- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs" -Tendering of Physical Shares in Buy Back Offer/Open Offer/Exit Offer/Delisting" dated 20th February, 2020. SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/144 dated 31st July, 2020 and BSE Notice No. 20200528-32 dated 28th May, 2020, shareholders holding securities in physical forms are allowed to tender shares in open offer. However, such tendering shall be as per provisions of SEBI (SAST) Regulations, 2011.

### IX. Other Information

- The Acquirers accept full responsibility for the information contained in the Public Announcement ("PA") and this Detailed Public Statement ("DPS") (other than such information that has been sourced from public sources or provided and confirmed by the Target Company and shall be jointly or severally responsible for the fulfillment of the obligations under the offer and as laid down in SEBI (SAST) Regulations.
- The Acquirers have appointed M/s Skyline Financial Services Pvt. Ltd, as a Registrar to the Offer having its office at D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 ("Registrar to the Offer") Tel nos.: 011-4050193-97, Email: compliances@skylineria.com, Contact Person: Mr. Alok Gautam.
- This DPS and the PA would also be available on SEBI's Website (www.sebi.gov.in).
- The Acquirers reserves the right to withdraw the offer pursuant to Regulation 23(1) of the SEBI (SAST) Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this DPS appears.
- The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the special depository escrow account.
- The intimation of returned shares to the shareholders will be sent at the address as per the records of the depository.
- The Acquirers may make upward revisions to the Offer Price, subject to the provisions of the SEBI (SAST) Regulations or any other regulations as may be applicable, to the number of shares sought to be acquired in the open offer, at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the tendering period.

Manager to the Offer	Registrar to the Offer
 <b>D &amp; A FINANCIAL SERVICES (P) LIMITED</b> 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-41326121/ 40167308; Email: investors@dnafinserve.com <b>Contact Person: Mr. Priyaranjan</b>	



## DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF VINTRON INFORMATICS LIMITED IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME.

Open offer for acquisition of up to 2,03,72,508 (Two Crore Three Lakh Seventy Two Thousand Five Hundred and Eight Only) equity shares, representing 26% of the total paid-up/voting share capital of Vintron Informatics Limited, ("VIL" or "Target Company") from the Public Shareholders (as defined below) by M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai, Green Park Extn., New Delhi 110016, India ("Acquirer-1") and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India ("Acquirer-2") (Hereinafter Collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by the Manager to the Offer i.e., D & A Financial Services (P) Limited ("Manager"), on behalf of the Acquirers, namely M/s Vistara Network Private Limited having its office at 33, Yusuf Sarai Green Park Extn., New Delhi-110016, and M/s Telexcell Enterprise LLP having its office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India pursuant to Regulation 13(4) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") pursuant to Public Announcement dated June 10, 2022 ("PA"), in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulation filed on June 10, 2022 with the BSE Limited ("BSE") and with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of Regulation 14(2) of the SEBI (SAST) Regulations and subsequent amendments thereto.

### ACQUIRERS, TARGET COMPANY AND OFFER

#### (A) Information about the Acquirers

##### Acquirer 1: M/s Vistara Network Private Limited

- M/s Vistara Network Private Limited, is originally incorporated as a private limited company under the name as M/s Telexcell Telecom Private Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated August 20, 2007. Later, the name of the company was changed from Telexcell Telecom Private Limited to Telx Mines & Minerals Private Limited vide certificate of incorporation pursuant to change of name dated January 14, 2013. Consequently, the name of the company was again changed from Telx Mines & Minerals Private Limited to its present name i.e. Vistara Network Private Limited vide certificate of incorporation pursuant to change of name dated April 16, 2015 having its registered office at 33, Yusuf Sarai, Green Park Extn., New Delhi-110016, having corporate identification number: U14290DL2007PTC167198.
- The acquirer is engaged in business to develop, manufacture, produce, install, import & export of all types of software, software products, computer programs, computer hardware and to carry on the business of providing computer consultancy services.
- The Company does not belong to any Group as such.
- As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
- The shareholding pattern of the Acquirer as on June 09, 2022 is given as under:

S. No.	Name of Shareholder	No. of Shares	% of shareholding
1	Pallavi Lalwani	5000	50.00
2	Malvika Lalwani	5000	50.00
	<b>TOTAL</b>	<b>10,000</b>	<b>100.00</b>

- The brief financials of the acquirer are as under:

(Rs. In Lakh)

Particulars	Year Ended March 31, 2020 (Audited)	Year Ended March 31, 2021 (Audited)	Year ended March 31, 2022 (Un-Audited)
Total Income/Net Income	3.79	192.71	605.11
Profit After Tax	(0.81)	0.86	(0.55)
Earnings Per Share (EPS) (In Rs.)	(6.05)	8.61	(5.55)
Net worth	0.27	1.13	0.66

\* Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022. Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- The acquirer being private limited company is not listed at any of the stock exchange(s).
- As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
- Ms. Pallavi Lalwani, one of the promoter director of the company is also acting as designated partner in M/s Telexcell Enterprise LLP one of the acquirer to the said offer.

##### Acquirer 2: M/s Telexcell Enterprise LLP

- M/s Telexcell Enterprise LLP, a Limited liability Partnership incorporated under the provisions of Limited Liability Partnership Act, 2008 under the name and style as M/s Telexcell Enterprise LLP, vide certificate of incorporation dated January 07, 2014 having its registered office at C-45, 3rd Floor Green Park Main, New Delhi 110016, having Limited liability identification number: AAB9863.
- The main object of the acquirer is to carry on the business as buyers, sellers, importers, exporters, distributors, agents, traders, brokers, factors, stockiest, commission agents and dealers of Computers, computer accessories, Telecom products networking products, switches, modem, engineering goods etc.
- The LLP does not belong to any Group as such.
- As of the date of this DPS, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act").
- The shareholding pattern of the Acquirer as on date of June 09, 2022 is given as under:

S. No.	Name of Designated Partner	Contribution	% of shareholding
1	Patel Akshay Kumar Dinesh Kumar	1,90,00,000	99.48
2	Pallavi Lalwani	1,00,000	0.52
	<b>TOTAL</b>	<b>1,91,00,000</b>	<b>100</b>

- The brief financials of the acquirer are as under:

(Rs. In Lakh)

Particulars	Year Ended March 31, 2020 (Audited)	Year Ended March 31, 2021 (Audited)	Year Ended March 31, 2022 (Unaudited)
Total Income/Net Income	-	-	-
Profit After Tax	(0.01)	(0.09)	(7.50)
Earnings Per Share (EPS) (In Rs.)	-	-	-
Net worth	2.17	2.09	(5.41)

\* Source: Source: As certified by statutory auditor of the Acquirer, M/s Kamal S Jain & Associates, Chartered Accountants (Firm Registration Number: 024002N), as certified by Kamal S Jain, Proprietor (Membership Number: 518701), having its office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024 vide his certificate dated 09th June, 2022. Phone Number: 011-49400900 Email Id: cakamalsjain@gmail.com.

- The acquirer being a Limited Liability Partnership is not listed at any of the stock exchange(s).
- As on date of DPS, the Acquirer does not hold any equity shares of the Target Company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- There is no other person / entity acting as a person acting in concert ("PAC") with the Acquirer for the purpose of this offer.
- Ms. Pallavi Lalwani, one of the Designated partner of the LLP is also acting as promoter director in M/s Vistara Network Private Limited one of the acquirer to the said offer.

#### (B) Details of Sellers

##### Seller: Goodworth Build Invest Private Limited

- M/s Goodworth Build Invest Private Limited, was originally incorporated under the name as Goodworth Invest Build Private Limited vide certificate of incorporation dated 22 July, 1996 with the Registrar of Companies, N.C.T of Delhi and Haryana and having its registered office at D-107 & 108, Okhla Industrial Area, Phase-1, New Delhi-110020 having corporate identification number: U67120DL1996PTC080563. It belongs to promoter group of the Target Company.
- As on the date of DPS, it holds 5,79,25,451 equity shares / voting rights in the Target Company representing 73.93% of the issued and paid up equity share capital / voting capital of the Target Company.
- M/s Goodworth Build Invest Private Limited has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, M/s Goodworth Build Invest Private Limited will not hold any equity shares in the Target Company.
- The shares of M/s Goodworth Build Invest Private Limited being a private limited company are not listed at any of the stock exchange(s).

#### (C) Details of Target Company

##### VINTRON INFORMATICS LIMITED

- Vintron Informatics Limited (Hereinafter referred to as "Target Company"/ "VIL") was originally incorporated as public limited company in the name of Vintron Industries Limited on August 06, 1991, with the Registrar of Companies, N.C.T of Delhi and Haryana, under the provision of Companies Act, 1956. Consequently, the name of the company was changed from Vintron Industries Limited to its present name i.e. Vintron Informatics Limited vide fresh certificate of incorporation consequent upon change of name dated September 15, 1999. The Registered Office of the company is situated at D-107 & 108, Okhla Industrial Area Phase-I New Delhi South Delhi 110020 IN, having corporate identification number: CIN No. L72100DL1991PLC045276. The Company does not belong to any group.
- The authorized share capital of VIL as on 31st March, 2022 is Rupees 20,00,00,000 comprising of 20,00,00,000 equity shares of Re 1/- (Rupee One only) each. The issued, subscribed and paid-up equity share capital of VIL as on 31st March, 2022, stood at Rs. 7,83,55,800 comprising of 7,83,55,800 fully paid-up equity share of Re 1/- each.
- There are no partly paid up shares in the Target Company.
- Presently the Target Company is engaged in the business of manufacturing of CCTV Cameras/DVR.
- The shares of VIL are listed on the BSE Limited and Calcutta Stock Exchange Limited. Further, trading in the shares of the Target Company are suspended at Calcutta Stock Exchange Limited.
- The Brief financials of the VIL are as under:

(Rs. In Lakh)

Particulars	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2022 (Audited)
Total Income/Net Income	1592.59	1247.45	1718.81
Profit After Tax	418.07	(311.45)	(181.09)
Earnings Per Share (EPS)	0.53	(0.40)	(0.23)
Net worth	(663.62)	(975.07)	(1156.41)

\* Source: As Certified by statutory auditor of the Target Company, M/s APAS & Co. LLP, Chartered Accountants (Firm Registration Number: 000340C/C400308), as certified by Rajeev Ranjan, Partner (Membership Number: 535395), having its office at 606, 6th Floor, PP City Centre Road No. 44, Pitampura, Delhi-110034 vide his certificate dated 14th June, 2022, Phone Number: 011-49058720, Email id: apas.delhi@gmail.com.

#### (D) Details of the Offer

- This offer is made to all the Public Shareholders of the Target Company, who own the equity shares at any time prior to the closure of tendering period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirers, PACs and Seller, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations ("Public Shareholders") to acquire up to 2,03,72,508 equity shares of face value of Re. 1/- each at an offer price of Rs. 1.25/- per equity shares ("Offer Price"), payable in cash, aggregating to Rs. 2,54,65,635 ("Offer Size").
- The offer shares represent 26% of the paid-up equity share capital of the Target Company as on the 10th Working Day, as defined under the SEBI (SAST) Regulations ("Working Day") after the closure of the tendering period under the open offer ("Emerging Voting Capital").
- The Emerging Voting Capital has been computed as follows:

Particulars	Issued and Paid up Capital and Voting Rights	% of Emerging Voting Capital
Fully paid-up equity share as on the date of PA	7,83,55,800	100
Partly paid-up equity share as on the date of PA	Nil	Nil
Convertible instrument outstanding	Nil	Nil
Employee stock options outstanding	Nil	Nil
<b>Emerging Voting Capital</b>	<b>7,83,55,800</b>	<b>100</b>

- The Offer is subjected to the following statutory approvals namely:

- As on the date of PA, to the best of the knowledge of the Acquirers, no approval will be required from any bank / financial institutions for the purpose of this offer.
  - As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
  - The offer would be subject to all other statutory approvals if any that may become applicable at a later date before the completion of this offer.
  - In case of a delay in the receipt of any statutory approvals that become applicable to the offer, SEBI may, if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer to make payment of the consideration to the Public Shareholders whose equity shares have been accepted in the offer.
- The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
  - The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of VIL in the succeeding 2 (Two) years, except in the ordinary course of business of VIL. However, VIL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders by way of special resolution through postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.
  - The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will result in public shareholding in VIL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

#### II. BACKGROUND TO THE OFFER

- This offer is made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the entering into share purchase agreement, dated 10th June, 2022 ("SPA"), with the Sellers.
- Pursuant to the execution of the SPA, however, subject to the satisfaction or waiver, if applicable, of the conditions contained therein, the Seller has agreed to sell, and the Acquirers have agreed to purchase for cash 5,79,25,451 equity shares of the Target Company at a price of Re. 1.00 per equity shares representing approximately 73.93% of the total paid-up equity share capital of the Target Company ("Sale Shares") from the Seller.
- Mode of Payment: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirers are interested in taking over the management and control of VIL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for this offer. At present, the Acquirers have no intention to change the existing line of business of the Target Company.

#### III. SHAREHOLDING AND ACQUISITION DETAILS

The Current and Proposed Shareholding of the acquirers in Target Company and the details of their acquisitions are as under:

Details	Acquirers	
	Number of Equity Shares	%*
Shareholding as of the date of PA	Nil	Nil
Shares acquired between the PA date and the DPS date	Nil	Nil
Post Offer Shareholding*	78297959	99.93

\*1) Computed on the diluted basis of the Emerging Voting Capital.

(2) Assuming full acceptance in the Offer.

#### IV. OFFER PRICE

- The equity shares of the Target Company are listed on the BSE. The equity shares on BSE are frequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from June, 2021 to May, 2022 i.e., 12 (Twelve) calendar month preceding June, 2022, the month in which the Public Announcement was issued as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., June 2021 to May, 2022.	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	10709365	78355800	13.67

Source: www.bseindia.com

- The Offer Price of Rupees 1.25/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	The Negotiated Price	Re 1.00
b.	The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty Two) weeks immediately preceding the date of PA	Not Applicable
c.	The highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty Six) weeks immediately preceding the date of the PA	Not Applicable
d.	The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE	Re 1.15
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc. where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer

Therefore in view of above, the Offer Price of Rupees 1.25 per share is justified.

- The Acquirers may revise the Offer Price at its discretion or pursuant to any acquisition by the Acquirer at a price which is higher than the Offer Price at any time prior to 3 (Three) Working Days prior to the commencement of the tendering period under the offer. In the event of such a revision, the Acquirer shall, (i) make a corresponding increase to the escrow amounts, as more particular set out in Part V (Financial Arrangements) of this DPS, (ii) make a public announcement in the same newspapers in which the DPS is to be published, and (iii) simultaneously with such announcement, inform SEBI, the stock exchanges and the Target Company at its registered office of such a revision.

#### V. FINANCIAL ARRANGEMENTS

- The Acquirers have adequate resources to meet the financial requirements of the offer. The Acquirers have made firm arrangement for the resources required to complete the offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.
- Assuming full acceptance, the total requirement of funds for this offer would be Rupees 2,54,65,635/- (Rupees Two Crore Fifty Four Lakhs Sixty Five Thousand Six Hundred and Thirty Five Only). In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("Escrow Agreement") with Axis Bank Limited ("Escrow Agent"), having its branch at E-224, East of Kailash, New Delhi - 110065 and have deposited an amount of Rs. 65,00,000/- (Rupees Sixty Five Lakhs only) in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- In terms of Regulation 17(10)(e) of the SEBI (SAST) Regulations, in case of non-fulfillment of obligations by the Acquirers, the Manager shall ensure realization of escrow amount by way of foreclosure of deposit.
- Mr. Kamal S. Jain, (Membership Number: 518701) Proprietor of M/s Kamal S. Jain & Associates, Chartered Accountants Firm registration No. 024002N having office at I-9, LGF, Lajpat Nagar-III, New Delhi-110024, Phone No- 011-49400900, have vide his certificate dated 09th June, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
- The Acquirers have duly empowered the Manager, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

- The Manager hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

#### VI. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirer.
- As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer and the PAC to make payment of the consideration to the Public Shareholders whose shares have been accepted in this offer.
- In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirer shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirer (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

#### VII. TENTATIVE SCHEDULE OF OFFER

S. No	Activity	Days & Dates
1.	Date of Public Announcement	Friday, June 10, 2022
2.	Date of Publication of Detailed Public Statement	Friday, June 17, 2022
3.	Filing of the Draft letter of Offer to SEBI	Friday, June 24, 2022
4.	Last Date for a Competitive Offer(s)	Friday, July 08, 2022
5.	Identified Date*	Tuesday, July 19, 2022
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, July 26, 2022
7.	Last Date for revising the Offer Price / number of shares.	Thursday, July 28, 2022
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, July 29, 2022
9.	Date of Publication of Offer Opening Public Announcement	Monday, August 01, 2022
10.	Date of Commencement of Tendering Period (Offer Opening date)	Tuesday, August 02, 2022
11.	Date of Expiry of Tendering Period (Offer Closing date)	Thursday, August 18, 2022
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Friday, September 02, 2022

\*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

#### VIII. PROCEDURE FOR TENDERING OF SHARES IN THE CASE OF NON RECEIPT OF LETTER OF OFFER

- All the shareholders, whether holding the equity shares in physical form or dematerialized form or holding lock in equity shares are eligible to participate in this offer at any time during the tendering period for this offer.
- Persons 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 unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the letter of offer, may also participate in this offer.
- The open offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 read with SEBI Circular number CFD/DCR2/CIRP/2016/131 dated 9th December, 2016 as may be amended from time to time, issued by SEBI.
- BSE shall be the designated stock exchange for the purpose of tendering equity shares in the open offer.
- The Acquirers has appointed M/s Mansukh Stock Brokers Limited as the registered broker ("Acquirer's Broker") through whom the purchases and settlements on account of open-offer would be made by the Acquirers.

The Contact details of the Acquirer's Broker are as follows:

Mansukh Stock Brokers Limited,

Address: Mansukh House, 6, Pandav Nagar, Delhi-110092

Contact Person: Mr. Virender Mansukhani

Tel No.: +91-011-30211800/47617800

Email id: admin@mansukh.net

- All shareholders who desire to tender their equity shares under the open offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.
- Such equity shares would be transferred to the respective Selling Broker's pool accounts prior to placing the bid.
- A separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
- The detailed procedure for tendering the equity shares in this offer will be available in the letter of offer.
- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of Physical Shares in Buy Back Offer/Open Offer/Ext Offer/Delisting" dated 20th February, 2020. SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/144 dated 31st July, 2020 and BSE Notice No. 20200528-32 dated 28th May, 2020, shareholders holding securities in physical forms are allowed to tender shares in open offer. However, such tendering shall be as per provisions of SEBI (SAST) Regulations, 2011.

#### IX. OTHER INFORMATION

- The Acquirers accept full responsibility for the information contained in the Public Announcement ("PA") and this Detailed Public Statement ("DPS") (other than such information that has been sourced from public sources or provided and confirmed by the Target Company and shall be jointly or severally responsible for the fulfillment of the obligations under the offer and as laid down in SEBI (SAST) Regulations.
- The Acquirers have appointed M/s Skyline Financial Services Pvt. Ltd, as a Registrar to the Offer having its office at D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 ("Registrar to the Offer") Tel nos.: 011-4050193-97, Email: compliances@skylinert.com, Contact Person: Mr. Alok Gautam.
- This DPS and the PA would also be available on SEBI's Website ([www.sebi.gov.in](http://www.sebi.gov.in)).
- The Acquirers reserves the right to withdraw the offer pursuant to Regulation 23(1) of the SEBI (SAST) Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this DPS appears.
- The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the special depository escrow account.
- The intimation of returned shares to the shareholders will be sent at the address as per the records of the depository.
- The Acquirers may make upward revisions to the Offer Price, subject to the provisions of the SEBI (SAST) Regulations or any other regulations as may be applicable, to the number of shares sought to be acquired in the open offer, at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the tendering period.

Manager to the Offer	Registrar to the Offer