

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (“TAKEOVER REGULATIONS”)

FOR THE ATTENTION OF THE SHAREHOLDERS OF VINTRON INFORMATICS LIMITED

Open offer (“Open Offer”) for acquisition of up to 2,03,72,508 (Two Crore Three Lakhs Seventy Two Thousand Five Hundred and Eight Only) equity shares, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of Vintron Informatics Limited (hereinafter referred to as the “Target Company”) from its Public Shareholders (as defined below) by M/s Vistara Network Private Limited, a private limited company incorporated under the provision of Companies Act, 1956 and having its registered office at 33, Yusuf Sarai, Green Park Extn., New Delhi 110016, India and M/s Telexcell Enterprise LLP, a Limited liability partnership incorporated under the provision of Limited Liability Partnership Act, 2008 and having its registered office at C-45, 3rd Floor Green Park Main, New Delhi 110016, India (hereinafter collectively referred to as the “Acquirers”), for the purpose of this Open Offer.

On June 10, 2022, the Acquirers have signed a share purchase agreement (“SPA”) with the Seller (as defined in paragraph 4 below) of the Target Company to acquire 5,79,25,451 equity shares (Five Crore Seventy Nine Lakh Twenty Five Thousand Four Hundred Fifty One Only) equity shares representing 73.93% of the fully paid up equity share capital of the Target Company along with complete control and management of the Target Company. Presently the acquirers does not hold any equity shares of the target company. Consequently, the Acquirers shall acquire substantial shares / voting rights along with complete control over the management and affairs of Target Company after the successful completion of Open Offer.

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by D & A Financial Services (P) Limited (“**Manager to the Offer**”) for and on behalf of the Acquirers, to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with the parties to SPA (“**Public Shareholders**”) pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Takeover Regulations.

1. Offer Details

(a) **Size:** The Acquirers hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 2,03,72,508 (Two Crore Three Lakhs Seventy Two Thousand Five Hundred and Eight Only), fully paid up equity shares

of face value of Re 1/- (Rupee One Only) each, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of the Target Company (“**Offer Size**”).

(b) **Price / Consideration:** The Offer Price is Rs. 1.25/- (Rupees One and paisa Twenty Five Only) per equity share of face value of Re 1/- each, calculated in accordance with Regulation 8(2) of the Takeover Regulations and subsequent amendments thereto.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations and subsequent amendments thereto.

(d) **Type of Offer:** The Open Offer is a triggered offer, in compliance with Regulation 3(1) and 4 of the Takeover Regulations and subsequent amendments thereto.

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct / indirect)	Mode of Transaction (Agreement / Allotment / market purchase)	Shares / Voting rights acquired / proposed to be acquired		Total Consideration for shares / Voting Rights (VR) acquired (Rs. in Crores)	Mode of Payment (Cash / cheque / securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement	57925451	73.93	5.79	Cash	Regulations 3(1) and 4 of the Takeover Regulations

3. Details of Acquirers

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers	M/s Vistara Network Private Limited	M/s Telexcell Enterprise LLP	2
Address	33, Yusuf Sarai, Green Park Extn., New Delhi 110016	C-45, 3 rd Floor Green Park Main, New Delhi 110016	-

Name(s) of persons in control/promoters of Acquirers/ PAC where Acquirer/PAC are companies	Ms. Pallavi Lalwani and Ms. Malvika Lalwani	Ms. Pallavi Lalwani and Mr. Akshay Kumar Patel	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group
Pre Transaction shareholding - Number % of total share capital	Nil Not Applicable	Nil Not Applicable	Nil Not Applicable
Proposed shareholding after the acquisition of shares which triggered the Open Offer	2,89,62,725 equity shares constituting 36.96% of the total paid up equity share capital of the Target Company.	2,89,62,726 equity shares constituting 36.97% of the total paid up equity share capital of the Target Company.	5,79,25,451 equity shares constituting 73.93% of the total paid up equity share capital of the Target Company.
Any Other interest in the Target Company	Nil	Nil	Nil

4. Details of Selling Shareholder (“Seller”)

Name of the Selling Shareholder	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Goodworth Build Invest Private Limited	Yes	5,79,25,451	73.93	Nil	N.A
TOTAL		5,79,25,451	73.93	Nil	N.A

5. Target Company

(a) **Name:** Vintron Informatics Limited (BSE Scrip Code: VINTRON/517393), (Corporate Identification No. L72100DL1991PLC045276).

(b) **Registered Office Address:** D-107 & 108, Okhla Industrial Area, Phase - I, New Delhi, Delhi, 110020.

(c) **Exchanges where listed:** The equity shares are listed on BSE Limited.

6. Other Details

(a) The Detailed Public Statement (“**DPS**”) shall be issued in accordance with Regulations 13(4) and 14(3) of the Takeover Regulations and subsequent amendments thereto and shall be published by June 17, 2022. The DPS shall contain details of the Open Offer including the detailed information of the Offer Price, detailed information on the Acquirers and Target Company, detailed reasons for the Open Offer, statutory approvals required for the Open Offer, details of financial arrangements, other terms of the Open Offer and conditions to the Open Offer.

(b) The Acquirers undertakes that they are aware of and will comply with their respective open offer obligation(s) under the Takeover Regulations and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligation(s) under the Open Offer.

(c) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and subsequent amendments thereto.

(d) This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the Takeover Regulations and subsequent amendments thereto.

Issued by the Manager to the Offer



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Email: investors@dnafinserv.com

Contact Person: Mr. Priyaranjan / Ms. Radhika Pushkarna

On behalf of the Acquirers

For Vistara Network (P) Limited

**Sd / -
(Malvika Lalwani)
Director**

**Place: New Delhi
Date : 10th June, 2022**

For Telexcell Enterprise LLP

**Sd / -
(Pallavi Lalwani)
Designated Partner**