

OFFER OPENING PUBLIC ANNOUNCEMENT AND CORRIGENDUM TO DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ('SEBI (SAST) REGULATIONS, 2011')

FOR THE ATTENTION OF THE SHAREHOLDERS OF

**INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED**

CIN: L74899DL1985PLC020286

Registered Office: 108/9, Kishan Garh Village, Vasant Kunj, Delhi- 110070;

Tel. No.: +91-11-40574542; Fax. No.: Not Available;

E-mail: [info@integratelesoftware.com](mailto:info@integratelesoftware.com); Website: [www.integratelesoftware.com](http://www.integratelesoftware.com);

Open Offer for acquisition of 2,745,600 Equity Shares from the Shareholders of Integra Telecommunication & Software Limited ('Target Company') by Micro Logistics (India) Private Limited ('Acquirer')

This Offer Opening Public Announcement and Corrigendum to Detailed Public Statement is being issued by Corporate Professionals Capital Private Limited, for and on behalf of Micro Logistics (India) Private Limited ('Acquirer') pursuant to Regulation 18(7) of SEBI (SAST) Regulations, 2011 in respect of the Takeover Open Offer to acquire shares of Integra Telecommunication & Software Limited (hereinafter referred to as 'ITSL'/'Target Company'). The Detailed Public Statement ('DPS') with respect to the aforementioned offer was made on January 30, 2019, Wednesday in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Mumbai Mitra (Marathi) (Mumbai Edition).

- Offer Price: INR 10.00/- (Indian Rupees Ten Only) per fully paid up equity share of the Target Company.
- IDC recommends that the Offer Price being in compliance with the applicable regulations can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on May 10, 2019, Friday.
- This is not a competing offer.
- Letter of Offer has been dispatched to all the equity shareholders of ITSL whose names appear in its Register of Members on April 30, 2019, Tuesday, the Identified Date.
- The LoF along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), BSE's website, [www.bseindia.com](http://www.bseindia.com) and the website of Manager to the Offer, [www.corporateprofessionals.com](http://www.corporateprofessionals.com) and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
  - In the case of Equity Shares held in physical form: As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, the transferability of physical shares is disallowed after March 31, 2019 and as the tendering period in this Open Offer would open from May 15, 2019, Wednesday, hence, the Acquirer would not be able to accept any shares tendered in physical form under Open Offer.  
Accordingly, the public shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Open Offer should convert their physical shares into demat shares before tendering in the Open Offer and the process for tendering of demat shares shall be as mentioned at para (b) below.
  - In case of Equity Shares held in dematerialized form: Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure along with other details.
- Changes suggested by SEBI in their comments to be incorporated:

Revised and Original schedule of Activities:

ACTIVITY	ORIGINAL	ACTUAL
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	January 23, 2019, Wednesday	January 23, 2019, Wednesday
Detailed Public Statement (DPS) Date	January 30, 2019, Wednesday	January 30, 2019, Wednesday
Last date for a competing offer	February 21, 2019, Thursday	February 21, 2019, Thursday
Identified Date*	March 05, 2019, Tuesday	April 30, 2019, Tuesday
Date by which LoF will be despatched to the shareholders	March 12, 2019, Tuesday	May 08, 2019, Wednesday
Issue Opening PA Date	March 18, 2019, Monday	May 14, 2019, Tuesday
Last date by which Board of TC shall give its recommendations	March 14, 2019, Thursday	May 10, 2019, Friday
Date of commencement of tendering period (Offer Opening Date)	March 19, 2019, Tuesday	May 15, 2019, Wednesday
Date of expiry of tendering period (Offer Closing Date)	April 02, 2019, Tuesday	May 28, 2019, Tuesday
Date by which all requirements including payment of consideration would be completed	April 16, 2019, Tuesday	June 12, 2019, Wednesday

\*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer, person acting in concert with Acquirer, parties to the agreement and persons deemed to be acting in concert thereof) are eligible to participate in the Offer any time before the closure of the Offer.

- The Open Offer will be implemented through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. Acquirer has appointed **Basan Equity Broking Limited ('Buying Broker')** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The detailed procedure for tendering of shares is given in **Para 8- Procedure for Acceptance and Settlement** of the LoF.
- Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LoF.

**MANAGER TO THE OFFER**



**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

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SEBI Regn. No: INM000011435

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

Sd/-  
Mr. Jeet Shah  
Director

Place: New Delhi  
Date: May 14, 2019