

31st March, 2021

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

Subject: Public Announcement to the shareholders of Integra Garments And Textiles Limited ('IGTL' or 'TC' or 'Target Company') in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as '**Manager to the Offer**'), are hereby submitting the **Public Announcement** made by us on behalf of **Mr. Vishesh Gupta ('Acquirer')** S/o Mr. Parmod Gupta, aged about 35 Years having PAN AIAPG4936H under the Income Tax Act, 1961, presently residing at F-14/9, Model Town, New Delhi – 110009, India to acquire 95,11,411 (Ninety-Five Lacs Eleven Thousand Four Hundred and Eleven) Equity Shares constituting 26.00% of Total Voting Capital of **Integra Garments and Textiles Limited ('Target Company')** at a price of INR 0.30/- (Thirty Paise Only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



(Manoj Kumar)
Partner & Head – M&A and Transactions

Corporate Professionals Capital Private Limited

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

INTEGRA GARMENTS AND TEXTILES LIMITED

OPEN OFFER ('OFFER' / 'OPEN OFFER') FOR ACQUISITION OF UPTO 95,11,411 EQUITY SHARES OF FACE VALUE OF INR 3.00 ('EQUITY SHARE') REPRESENTING 26.00% OF TOTAL VOTING CAPITAL OF **INTEGRA GARMENTS AND TEXTILES LIMITED** (HEREINAFTER REFERRED AS '**IGTL**' / '**TARGET COMPANY**') FROM ALL PUBLIC SHAREHOLDERS OF TARGET COMPANY BY **MR. VISHESH GUPTA** (HEREINAFTER REFERRED AS '**ACQUIRER**').

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

1. OFFER DETAILS:

- 1.1. **Size:** 95,11,411 (Ninety-Five Lacs Eleven Thousand Four Hundred and Eleven) Equity Shares representing 26.00% of the Total Voting Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement and the Detailed Public Statement (the 'DPS') and the Letter of Offer (the 'LOF') that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

1.2. **Price/ Consideration:** The Open Offer is made at a price of INR 0.30/- (Indian Paisa Thirty only) for each Equity Share of Target Company. The total consideration payable by the Acquirer under the Open Offer, at the Offer Price will be, INR 28,53,423 (Indian Rupees Twenty Eight Lacs Fifty Three Thousand Four Hundred and Twenty Three Only).

1.3. **Mode of Payment (Cash/ Security):** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4. **Type of Offer:** This Open Offer is Triggered/ Mandatory Offer made in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

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

On 31st March, 2021, the Acquirer has entered into a Share Purchase Agreement (**'SPA'**) with the existing members of Promoter and Promoter group and employee benefit trust of the Target Company to acquire 2,30,90,657 (Two Crores Thirty Lacs Ninety Thousand Six Hundred and Fifty Seven) Equity Shares representing 63.56% of the Paid up Equity Share Capital of the Target Company of Face Value of INR 3.00/- (Indian Rupees Three Only) at a price of INR 0.30/- (Indian Paisa Thirty Only) per Equity Share and 2,50,000 (Two Lacs and Fifty Thousand) Fully paid-up Non-Convertible Redeemable Preference Shares representing 100.00% of the Paid-up Preference Share Capital of the Target Company of Face Value of INR 1.00/- (Indian Rupee One Only) at a price of INR 0.10/- (Indian Paisa Ten Only) per Preference Share.

| Details of Underlying Transaction | | | | | |
|-----------------------------------|---------------------|--|---------------------|-----------------|--------------------------------|
| Type of Transaction | Mode of Transaction | Shares / Voting rights acquired/ proposed to be acquired | Total Consideration | Mode of payment | Regulation which has triggered |
| | | | | | |

| (Direct/ Indirect) | (Agreement/ Allotment/ Market Purchase) | Number | % vis a vis total Equity/ voting Capital | for Shares/ Voting Rights (VR) acquired (INR In Crores) | (Cash/ securities) | |
|-----------------------|---|---|--|--|-----------------------|---|
| Direct | Share Purchase Agreement dated 31 st March, 2021 | 2,30,90,657 Equity Shares (Two Crores Thirty Lacs Ninety Thousand Six Hundred and Fifty Seven) 2,50,000 Preference Shares (Two Lacs and Fifty Thousand) | 63.80% of the total voting capital | 0.70 | Cash | Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 |

3. ACQUIRER:

| DETAILS | ACQUIRER |
|---|------------------------------------|
| Name of Acquirer | MR. VISHESH GUPTA |
| Address | F-14/9, Model Town, Delhi – 110009 |
| Name(s) of persons in control/ promoters of Acquirer | Not Applicable |

| | |
|--|---|
| Name of the Group, if any, to which the Acquirer belongs to | Not Applicable |
| Pre-Transaction Shareholding (Number and % of Total Share Capital) of Acquirer | Nil |
| Proposed Shareholding after the acquisition of shares which triggered the Open Offer | 2,30,90,657 Equity Shares (Two Crores Thirty Lacs Ninety Thousand Six Hundred and Fifty Seven) and 2,50,000 Preference Shares (Two Lacs and Fifty Thousand) representing 63.80% of the total voting capital of the Target Company |
| Any other interest in the TC | As on the date of the Public Announcement, the Acquirer does not have any interest in the Target Company. |

4. DETAILS OF SELLING SHAREHOLDERS:

| Name | Part of Promoter/ Promoter group | Pre- Transaction | | Post Transaction | |
|-------------------------|----------------------------------|------------------|---------------------------|------------------|---------------------------|
| | (Yes/No) | Number | % of Total Voting Capital | Number | % of Total Voting Capital |
| Equity Shares | | | | | |
| Mrs. Urvi Piramal | Yes | 49,566 | 0.14 | Nil | NA |
| Mr. Rajiv Ashok Piramal | Yes | 16,522 | 0.05 | Nil | NA |

| | | | | | |
|---|--|--------------------|--------------|------------|-----------|
| Mr. Nandan Ashok Piramal | Yes | 16,522 | 0.05 | Nil | NA |
| Mr. Harshvardhan Ashok Piramal | Yes | 16,522 | 0.05 | Nil | NA |
| Mrs. Kalpana Singhania | Yes | 5,419 | 0.01 | Nil | NA |
| Ashok Piramal Group Textiles Trust | Yes | 2,14,74,112 | 58.70 | Nil | NA |
| Morarjee Goculdas Spining And Weaving Co. Ltd. Senior Employees Stock Option Scheme | No (Non-promoter non-public entity) | 15,11,994 | 4.13 | Nil | NA |
| TOTAL (A) | | 2,30,90,657 | 63.12 | Nil | NA |
| Preference Shares | | | | | |
| Mrs. Urvi Piramal | Yes | 2,50,000 | 0.68 | Nil | NA |
| TOTAL (B) | | 2,50,000 | 0.68 | Nil | NA |
| TOTAL (A+B) | | 2,33,40,657 | 63.80 | Nil | NA |

5. TARGET COMPANY:

| | |
|---|---|
| Name | INTEGRA GARMENTS AND TEXTILES LIMITED |
| CIN | L18109MH2007PLC172888 |
| Exchange where shares are Listed | National Stock Exchange of India Limited ('NSE') BSE Limited ('BSE') |

6. OTHER DETAILS

- 6.1. The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one local language newspaper where the registered office of the Target Company is situated i.e. the local language of Maharashtra i.e. Marathi and any one local language newspaper of the Stock Exchanges where the shares are listed and where the volume of trading is recorded as maximum during sixty trading days preceding the date of the Public Announcement. The Detailed Public Statement shall be published on or before Thursday i.e. 8th April, 2021.
- 6.2. The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- 6.3. The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28, South Extn. Part-1, New Delhi – 110049

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Email ID: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Regn. No: INM000011435

For and on behalf of

Mr. Vishesh Gupta

Acquirer

Place: New Delhi

Date: 31st March, 2021