

Public Announcement as per Regulation 15(1) under Regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended

FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF INTEGRATED TECHNOLOGIES LIMITED

Open Offer ("Offer") for acquisition of up to 12,43,193 (Twelve Lakh Forty Three thousand One Hundred Ninety Three) fully paid-up equity shares of face value of INR 10/- each from the public shareholders of Integrated Technologies Limited ("Target"), a company incorporated under the Companies Act, 1956 and having its registered office at C-24, Defence Colony, New Delhi – 110 024 by Mr. Saurabh Goyal ("Acquirer 1") and Mr. Sanidhya Garg ("Acquirer 2", together with "Acquirer 1" referred to as "Acquirers") pursuant to and in compliance with Regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI (SAST) Regulations, 2011"). This public announcement ("Public Announcement") is being issued by SMC Capitals Limited (the "Manager to the Offer") for and on behalf of the Acquirers. There is no person acting in concert with the Acquirers for the purpose of this offer.

I. Offer Details

- **Size of the Offer:** 12,43,193 (Twelve Lakh Forty Three thousand One Hundred Ninety Three) fully paid-up equity shares of face value of INR 10/- each representing 26% of the total Paid-up equity shares of the Target Company.
- **Offer Price / Consideration (in Rs.):** The Offer Price of Rs. 9/- (Rupees Nine Only) per fully paid up Equity Share ("Offer Price") is calculated in accordance with the Regulation 8(2) of SEBI (SAST) Regulations, 2011. The total funds required for implementation of the Offer (assuming full acceptance) for the acquisition of 12,43,193 Equity Shares at Rs. 9/- (Rupees Five only) per Equity Share is Rs. 1,11,88,737/- (Rupees One Crore Eleven Lakh Eighty Eight Thousand Seven Hundred Thirty Seven only).
- **Mode of payment:** The Offer Price is payable in "Cash" in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- **Type of Offer:** This is a "Triggered Offer" under the Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011. The Acquirers, Mr. Saurabh Goyal and Mr. Sanidhya Garg have entered into a Share Purchase Agreement (the "Agreement") dated November 23, 2022 with Mr. Rajeev Bali, and M/S Bubble Soft Solutions Private Limited, the existing Promoters / members of Promoter Group of the Target, (hereinafter referred to as the "Sellers") for acquisition of 20,18,560 Equity Shares of the Target of face value Rs. 10/- each for an aggregate consideration of Rs. 1,00,92,800/- (Rupees One Crore Ninety Two Thousand Eight Hundred only) i.e. Rs. 5/- (Rupees Five Only) per Equity Share ("Negotiated Price"). The said 20,18,560 Equity Shares represent 18.17% of the Issued share capital of the Target and 42.22% of the paid up equity share capital / voting capital of the Target. The Offer is not a conditional offer subject to minimum level of acceptances.

II. Transaction which has triggered the Open Offer obligation (Underlying Transaction)

Details of underlying transaction						
Type 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 acquired (Rs.)	Mode of payment (Cash / Securities)	SEBI Regulation which has triggered
		Number	% vis-a-vis total Equity / Voting capital			
Direct	Share Purchase Agreement dated November 23, 2022 entered into by the Acquirers to acquire 20,18,560 Equity Shares of face value	20,18,560	Issued Capital: 18.17% Voting Capital: 42.22%	1,00,92,800	Cash	3(1) & 4 of the SEBI (SAST) Regulations, 2011





	Rs. 10/- each from the Sellers				
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III. Details of the Acquirer

Details	Acquirer 1	Acquirer 2	Total
Name of the Acquirer	Mr. Saurabh Goyal	Mr. Sanidhya Garg	N.A.
Address	C-15, Preet Vihar, Delhi – 110092	DLF Farms, 35, Central Drive, Chattarpur Farms, Mehrauli, Delhi – 110 030	N.A.
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	N.A	N.A	N.A.
Name of the Group, If any, to which the Acquirer/PAC belongs to	N.A	N.A	N.A.
Pre Transaction shareholding *			
Number	Nil	11,71,500*	Nil
% of total share capital	N/A	24.50%	N/A
Proposed shareholding after the acquisition of shares which triggered the Open Offer			
• Number of equity shares	15,95,030	15,95,030	31,90,060
• %age of total equity share capital / voting rights	33.36%	33.36%	66.72%
Any other Interest in the Target	Nil	Nil	N.A.

*Mr. Sanidhya Garg had purchased 11,71,500 Equity Shares from M/S Bubble Softsolutions Private Limited, member of Promoter Group of the Target in an Off Market Transaction for consideration of Rs. 5 per Equity Share on November 23, 2022.

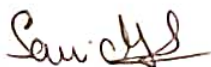
**There are no Persons acting in Concert with the Acquirers

IV. Details of Selling Shareholder

Name	Part of Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Rajeev Bali	Yes	78,460	1.64	Nil	NA
M/S Bubble Softsolutions Private Limited	Yes	19,40,100	40.58%	Nil	NA
Total		20,18,560	42.22%	Nil	NA

V. Details of the Target

- Name: Integrated Technologies Limited
- CIN: L31909DL1995PLC277176
- Registered Office: C-24, Defence Colony, New Delhi – 110 024
- Stock Exchange(s) where equity shares are listed: BSE Limited (Scrip code: 531889)
- ISIN Code : INE882B01029




VI. Other Details

- A Detailed Public Statement ("DPS") containing other Offer related Information will be published within five working days from the date of public announcement, i.e, on or before November 30, 2022
- The Acquirers undertakes that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and is not a competitive bid.
- The Acquirers intent to keep the Target listed on BSE Limited, the Stock Exchange where the existing Equity Shares of the Target are listed.
- Completion of the Offer is subject to receipt of statutory approvals required, if any.
- In this Public Announcement, all references to "INR" and/or "Rs." are reference to the Indian Rupee.
- All information in relation to the Target Company contained in the Public Announcement is based on information available on public domain.
- The Acquirers accept full responsibility for the information contained in this Public Announcement.

Issued by Manager to the Offer on behalf of Acquirers

	<p>SMC Capitals Limited 11/6B, 1st Floor, Shanti Chambers, Pusa Road, New Delhi - 110005, India Tel: 011 - 30111000 E-mail: itl.openoffer@smccapitals.com Website: www.smccapitals.com Contact Person: Sri Krishna Tapariya SEBI Registration No.: INM000011427</p>
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For and on behalf of Acquirers

Sd/-
Saurabh Goyal



Place: New Delhi
Date: November 23, 2022

Sd/-
Sanidhya Garg

