

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE “SEBI (SAST) REGULATIONS”) FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

**M/s IO SYSTEM LIMITED
 (“IOS”/ “TARGET COMPANY”/ “TC”)
CIN: L65921UP1987PLC008764**

Registered Office: Upper Basement, Smart Bharat Mall, Plot No. I-2, Sector - 25A,
Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India
Tel No.: 0120-2542717 / 3355131; **Website:** www.iosystem.in; **Email Id:** iosystemltd@gmail.com;

OPEN OFFER FOR ACQUISITION OF UPTO 42,25,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH, REPRESENTING 25.00%[#] OF THE VOTING SHARE CAPITAL OF IO SYSTEM LIMITED (HEREINAFTER REFERRED TO AS “IOS”/ “TARGET COMPANY”/ “TC”) BY JOLLY MAYANK SURESH (“ACQUIRER 1”), IRFAN A QURESHI (“ACQUIRER 2”) AND NISHA SECURITIES LIMITED (“ACQUIRER 3”) (HEREINAFTER COLLECTIVELY REFERRED TO AS THE “ACQUIRERS”), PURSUANT TO AND IN ACCORDANCE WITH REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE “SEBI (SAST) REGULATIONS”). NO PERSON IS ACTING IN CONCERT WITH THE ACQUIRERS FOR THE PURPOSE OF THIS OPEN OFFER.

#As per the SEBI (SAST) Regulations, the Open Offer under Regulations 3(1) & 4 is required to be given for at least 26% of the voting share capital of the Target Company. However, the shareholding of the Public Shareholders, as on date of the Public Announcement, is 25.00% and therefore the Offer represent 25.00% of the voting share capital of the Target Company.

This Public Announcement (“Public Announcement” or “PA”) is being issued by Shreni Shares Private Limited (“Manager to the Offer”) for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

Definitions:

- i. **“Equity Shares”** means the fully paid-up equity shares of the Target Company of face value of Rs.10/- (Rupees Ten only) each.
- ii. **“Offer” or “Open Offer”** means the open offer for acquisition of up to 42,25,000 (Forty Two Lakhs and Twenty-Five Thousand) Equity Shares, representing 25.00% of the voting share capital of the Target Company.
- iii. **“Offer Price”** has the meaning ascribed to such term in paragraph 1(b).
- iv. **“Offer Size”** has the meaning ascribed to such term in paragraph 1(a).
- v. **“Public Shareholders”** means all the equity shareholders of the Target Company excluding: (i) the promoters and members of the promoter group of the Target Company; (ii) the Acquirers, the PACs and any persons deemed to be acting in concert with the Acquirers and the PACs; and (iii) the parties to the Share Purchase Agreement and any persons deemed to be acting in concert with the parties to the Share Purchase Agreement.
- vi. **“Share Purchase Agreement” or “SPA”** has the meaning ascribed to such term in paragraph 2.
- vii. **“Voting Share Capital”** means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer.

1. Offer Details:

- a) **Offer Size:** This Open Offer is being made by the Acquirers to the Public Shareholders of the Target Company to acquire up to 42,25,000 fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Target Company representing 25.00% of the voting share capital of the Target Company (“**Offer Size**”), subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement (“**DPS**”) and the Letter of Offer (“**LOF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- b) **Offer Price/ Consideration:** The Offer is being made at a price of Re. 1.00/- (Rupee One Only) per Equity Share (“**Offer Price**”). The Equity Shares of the Target Company are not frequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulation 8(2)(e) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be Rs. 42,25,000/- (Rupees Forty-Two Lakhs Twenty-Five Thousand Only).
- c) **Mode of Payment:** The Offer Price will be paid in cash by the Acquirers in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations in accordance with the terms and conditions mentioned in this PA and to be set out in the DPS and the LoF proposed to be issued in accordance with the SEBI (SAST) Regulations.
- d) **Type of Offer:** The Offer is a triggered mandatory offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA.

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

On January 31, 2022 the Acquirers have entered into a SPA with M/s Smart Bharat Private Limited (hereinafter referred to as the “**Seller**” or “**Promoter**” or “**Holding Company**”) for acquisition of an aggregate of 1,26,45,400 (One Crore Twenty-Six Lakhs Forty-Five Thousand Four Hundred) Equity Shares, constituting 74.82% of the Voting Share Capital of the Target Company at price of Re. 0.40/- (Forty Paise only) (“**Negotiated Price**”). Pursuant to acquisition of the Equity Shares in terms of the SPA, the holding of the Acquirers in the Target Company would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations.

Further, in terms of the SPA and post successful completion of the Open Offer, the Acquirers will also acquire control over the Target Company, hence Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations.

DetailsofUnderlying Transaction						
Types of Transaction (direct/ indirect)	Mode of Transaction (Agreement/Allotment/ Market Purchase)	Shares / Voting Rights acquired/ proposed to be acquired		Total Consideration for Equity shares / Voting Rightsacquire d (Rs.)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number of Equity Shares	% of Voting Share Capital			
Direct Aquisition	Share Purchase Agreement	1,26,45,400	74.82%	50,58,160/- (Rupees Fifty Lakhs Fifty-Eight Thousand One Hundred Sixty only)	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

3. Details of Acquirers:

Details	Acquirer 1	Acquirer 2	Acquirer 3
Name of the Acquirers	Jolly Mayank Suresh	Irfan A Qureshi	Nisha Securities Limited [#]
Address of the Acquirers	904, Eden N, Godrej Garden City, Jagatpur, Ahmedabad - 382 470, Gujarat, India	Railway Station Road, Ahamad Sidik Shop, Bhavnagar - 364 001, Gujarat, India	F/4, Vishal Commercial Centre, Near Dinesh Hall, Ashram Road, Ahmedabad - 380 009, Gujarat, India
Name(s) of persons in control/ promoters of Acquirers where Acquirer is Company	N.A	N.A	Swapnil Surendrasingh Rajput and Mitesh Surendrasingh Rajput
Name of the Group, if any, to which the Acquirers belongs to	N.A.	N.A.	N.A.
Pre Transaction shareholding: Number and% of voting share capital	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	31,61,350 equity shares constituting 18.71% of the voting share capital of the Target Company	32,87,804 equity shares constituting 19.45% of the voting share capital of the Target Company	61,96,246 equity shares constituting 36.66% of the voting share capital of the Target Company
Any other interest in the Target Company	Nil	Nil	Nil

[#] Nisha Securities Limited has applied for name change to Sunsource Capital Services India Limited with RoC, Ahmedabad and the same is pending for approval as on the Date of this PA.

4. Details of the Seller:

Name of the Seller	Part of Promoter group (Yes/ No)	Details of shares / voting rights held by the seller			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Samrt Bharat Private Limited	Yes	1,26,45,400	74.82%	NIL	NIL
Total		1,26,45,400	74.82%	NIL	NIL

5. Details of the Target Company:

Name	IO System Limited
CIN	L65921UP1987PLC008764
Registered Office Address	Upper Basement, Smart Bharat Mall, Plot No.I-2, Sector - 25A, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India
Exchanges where listed	The Equity Shares of the Company are listed only at BSE Limited
Script Code	523752
Scrip ID	IOSYSTEM
ISIN	INE502D01011

6. Other Details:

- a) The DPS pursuant to this PA, which shall carry all such other information of the Open Offer, including information on the Offer Price, information on the Acquirers, information on the Target Company, reasons for the Open Offer, Statutory Approvals for the Open Offer, details of financial arrangement, other terms of the Open Offer, conditions to the Open Offer, etc. shall be published on or before Monday, February 07, 2022 (i.e. within 5 working days from the date of this PA), in all editions of an English national daily with wide circulation, a Hindi

national daily with wide circulation, a Hindi Language daily with wide circulation at Noida (being the regional newspaper where the Registered Office of the Target Company is situated), a Marathi Language daily with wide circulation at Mumbai (being the place where BSE is situated).

- b) The Acquirers have indicated their intention to takeover the management and control of the Target Company along with acquisition of shares pursuant to the SPA, before the completion of the Open Offer formalities. Accordingly, in terms of Regulation 22(2) of the SEBI (SAST) Regulations, the Acquirers shall deposit the entire consideration payable under the open offer (assuming full acceptance), in the Escrow Account opened for the purpose of the Open Offer. However, the Acquirers shall act on the SPA and complete the acquisition of shares or voting rights in, or control over the Target Company as contemplated hereinabove, only after expiry of 21 working days from the date of the DPS.
- c) The Acquirers undertake that they are aware of and will comply with his obligations under the SEBI (SAST) Regulations. The Acquirers have adequate financial resources to meet the Open Offer obligations and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations.
- d) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of the SEBI (SAST) Regulations.
- e) This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- f) All the information pertaining to the Target Company contained in this PA has been obtained from publicly available sources or the Target Company. All the information pertaining to the Seller contained in this PA has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
- g) In this PA, all references to '₹', 'Re.', and 'Rs.' are references to the Indian Rupee.

Issued by the Manager to the Offer



MANAGER TO THE OFFER

SHRENI SHARES PRIVATE LIMITED

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Website: www.shreni.in

Email Id:shrenishares@gmail.com / mb10@shreni.in

Contact Person: Kritika Rupda/ Krunal Pipalia

SEBI Registration No:INM000012759

On behalf of all the Acquirers

Sd/-

Jolly Mayank Suresh

Place: Mumbai

Date: January 31, 2022