

**Vinsys IT Services India Limited**

(Formerly known as Vinsys IT Services India Private Limited)

Registered Office: S. No. 28/11-12 | 'Shivaji Niketan' | CTS No. 458A | Tejas Housing Society | Near Mantri Park | Behind Dhondiba Sutar Bus Stand | Kothrud | Pune - 411 038. Maharashtra, INDIA.

Contact: +91-20-25382807/43 | **Website:** www.vinsys.com

CIN: U72200PN2008PLC131274 | **Email:** vinsys@vinsys.com

Date: 26 October 2023

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex
Bandra (East), Mumbai-400051.

Dear Sir / Madam,

Sub.: Intimation for execution of binding terms sheets in relation to acquisition of 100% stake in Knowzies Technology Solutions Private Limited and Envee Information Technology Private Limited

Ref.: Vinsys IT Services India Limited (Symbol / ISIN: VINSYS / INE00SJ01014)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), we would like to inform you that the Board of Directors in its meeting held today, i.e., on 26 October 2023, finalized the term sheet in relation to the acquisition of 100% stake in Knowzies Technology Solutions Private Limited (Knowzies) and Envee Information Technology Private Limited (Envee). The Share Purchase and Shareholders' Agreement will be executed with Knowzies and Envee as per the clause mentioned in term sheet.

The details as required pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, are enclosed as Annexure A and Annexure B.

The Meeting of the Board of Directors of the Company commenced at 12.30 p.m. and concluded at 1.30 p.m.

Kindly take this letter on your record and oblige us.

Thanking you,

Yours faithfully,

For Vinsys IT Services India Limited

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NEERAJ
KARANDIKAR
Digitally signed by
GAYATREE NEERAJ
KARANDIKAR
Date: 2023.10.26
17:03:15 +05'30'

Gayatree Karandikar
Company Secretary &
Compliance Officer
M. No. A37827
Place: Pune





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Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	
1.	Name of the Target Entity, details in brief such as size, turnover etc.	Name of the Target Entity: Knowzies Technology Solutions Private Limited (Knowzies) Details in brief: Knowzies is currently engaged in the business of e-learning content services. The current paid up and issued share capital of the Company comprises of 10000 equity shares with a face value of Rs. 10 each.
2.	Whether the acquisition would fall within related party transactions and whether the promoter / promoter group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No. The acquisition would not fall within related party transaction(s). The promoter / promoter group do not have any interest in the entity being acquired.
3.	Industry to which the entity being acquired belongs	E-learning services
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The object of the Company is in line with the object of Knowzies. The said acquisition would result in further expansion of the business of our Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6.	Indicative time period for completion of the acquisition	30 days from the execution of term sheet, i.e., 30 days from 26 October 2023
7.	Nature of consideration – whether cash consideration or share swap and details of the same	Cash consideration. The Company shall make the payment of the investment amount in two equal installments within one month of signing of "Share Purchase and Shareholders' Agreement". Knowzies shall transfer the entire shareholding on signing of the "Definitive Documentation".

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Sr. No.	Particulars									
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 1 crores								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	10000 equity shares of face value of Rs. 10 each.								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Brief background: Knowzies is currently engaged in the business of e-learning content services. Country in which the acquired entity has presence: India Line of business: e-learning Date of incorporation: 18 April 2016 Turnover of last year: <table><tr><th>Financial Year</th><th>Turnover (Rs. in lakhs)</th></tr><tr><td>2022-2023</td><td>280.13</td></tr><tr><td>2021-2022</td><td>358.63</td></tr><tr><td>2020-2021</td><td>220.77</td></tr></table>	Financial Year	Turnover (Rs. in lakhs)	2022-2023	280.13	2021-2022	358.63	2020-2021	220.77
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Annexure B

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	
1.	Name of the Target Entity, details in brief such as size, turnover etc.	Name of the Target Entity: Envee Information Technology Private Limited (Envee) Details in brief: Envee is currently engaged in the business of software development. The current paid up and issued share capital of the Company comprises of 12000 equity shares with a face value of Rs. 10 each.
2.	Whether the acquisition would fall within related party transactions and whether the promoter / promoter group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No. The acquisition would not fall within related party transaction(s). The promoter / promoter group do not have any interest in the entity being acquired.
3.	Industry to which the entity being acquired belongs	Information Technology
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The object of the Company is in line with the object of Envee. The said acquisition would result in further expansion of the business of our Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6.	Indicative time period for completion of the acquisition	60 days from the execution of term sheet, i.e., 60 days from 26 October 2023.
7.	Nature of consideration – whether cash consideration or share swap and details of the same	Cash consideration The Company shall make the payment of 70% of the Investment amount at the time of signing of the Share Purchase and Shareholders' Agreement ("SPSHA") and 30% of the Investment amount after one year from the date of signing "Definitive Documentation". Envee shall transfer shareholding in two tranches in accordance with the % and associated timelines mentioned above.



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Sr. No.	Particulars									
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 3 crores								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	12000 equity shares of face value of Rs. 10 each.								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Brief background: Envee is currently engaged in the business of software development. Country in which the acquired entity has presence: India Line of business: Information Technology Date of incorporation: 13 November 1997 Consolidated Turnover: <table><tr><th>Financial Year</th><th>Turnover (Rs. in lakhs)</th></tr><tr><td>2022-2023</td><td>340.06</td></tr><tr><td>2021-2022</td><td>297.34</td></tr><tr><td>2020-2021</td><td>260.88</td></tr></table>	Financial Year	Turnover (Rs. in lakhs)	2022-2023	340.06	2021-2022	297.34	2020-2021	260.88
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