

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a Public Shareholder of **Onesource Ideas Venture Limited** (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined under the head of Key Definitions) or the Registrar to the Offer (as defined under the head of Key Definitions). In the event you have sold your Shares (as defined under the head of Key Definitions) in Onesource Ideas Venture Limited, please hand over the Letter of Offer to the purchaser of the Shares or the member of the stock exchange through whom the said sale was effected.

Open Offer (“Offer”) by**Mr. Vibhu Maurya (“Acquirer”)****Residing** at 22, Ivory Platinum Park, C.T.T Nagar, Bhopal – 462 003, Madhya Pradesh, India.**Email:** me@vibhumaurya.com; **Tel:** +91 9200311111

To acquire upto **8,00,000 (Eight Lac)** (“**Offer Shares**”) fully paid-up equity shares of the face value of **₹ 10 each**, representing **26.02%** of the Voting Share Capital (as defined under the head of Key Definitions) (“**Offer Size**”) from the Public shareholders of:

ONESOURCE IDEAS VENTURE LIMITED (“Target Company”)

having its registered office at: J.J. Manor, 2nd Floor, 146, Rukmani Lakshmi Pathy Road, Egmore, Chennai - 600 008
Tamil Nadu, India; Tel: +91 44 4213 4343 ; Email: cs@osivl.com;

Website: www.osivl.com; **Fax No:** 044-42134333 ; **Corporate Identification Number:** L74900TN1994PLC097983

at a price of **₹ 16.00** (Rupees Sixteen only) per Equity Share plus an Interest component[^] of **₹ 7.54** (Rupees Seven & paise fifty four only) per Equity Share (“**Offer Price**”) payable in cash pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended) (SEBI (SAST) Regulations).

[^]The interest amount shall however be payable to only those public shareholders who were holding shares in the Target Company when the previous open offer obligation had been triggered by Seller 2 (on May 27, 2017) and continue to remain as public shareholders till date.

Notes:

1. This Open Offer is being made by the Acquirer under Regulation 3(1) and Regulation 4 and other applicable regulations of the SEBI (SAST) Regulations.
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations. There is no differential price being offered for the Offer Shares tendered in the Open Offer.
3. This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.
4. **There has been no competing offer as on the date of this Letter of Offer.**
5. To the best of the knowledge of the Acquirer, there are no statutory approvals required for the purpose of this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
6. If there is any upward revision, in the Offer Price and/or Offer Size by the Acquirer, at any time upto 1 (one) working day prior to the commencement of the Tendering Period i.e. **Wednesday, January 12, 2022** the same shall be informed by way of a public announcement in the same newspapers where the Detailed Public Statement (as defined under the head of Key Definitions) in relation to this Open Offer appeared. Such revision in the Offer Price, if any, would be applicable to all the Offer Shares validly tendered anytime during the Tendering Period. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the Detailed Public Statement was published.
7. Copies of the Public Announcement the Detailed Public Statement, the Draft Letter of Offer (as defined under the head of Key Definitions) and this Letter of Offer will also available on the website of the Securities and Exchange Board of India (SEBI) at: www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>Saffron Capital Advisors Private Limited CIN: U67120MH2007PTC166711 605, 6th Floor, Centre Point, J.B. Nagar, Chakala, Andheri (East), Mumbai - 400 059, Maharashtra, India Tel: +91 22 4082 0906; Fax: +91 22 4082 0999 Email: openoffers@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance email: investorgrievance@saffronadvisor.com Contact Person: Varsha Gandhi SEBI Registration Number: INM000011211 SEBI Registration Validity: Permanent</p>	 <p>Purva Shareregistry (India) Private Limited CIN: U67120MH1993PTC074079 Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India; Tel: +91 22 2301 2518 / 8261 Fax: Not Available; Email: support@purvashare.com ; Website: www.purvashare.com Investor grievance email: support@purvashare.com Contact person: Deepali Dhuri SEBI Registration Number: INR00001112 SEBI Registration Validity: Permanent</p>
Offer Opens on: Thursday, January 13, 2022	Offer Closes on: Thursday, January 27, 2022

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date (Original)	Day and Date (Revised)
Issuance of Public Announcement (PA)	Wednesday, October 13, 2021	Wednesday, October 13, 2021
Last date of publication of DPS in the newspapers	Friday, October 22, 2021	Friday, October 22, 2021
Last date of filing of the draft letter of offer with SEBI	Friday, October 29, 2021	Friday, October 29, 2021
Last date for a competitive bid	Tuesday, November 16, 2021	Tuesday, November 16, 2021
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, November 24, 2021	Wednesday, December 28, 2021
Identified Date*	Friday, November 26, 2021	Thursday, December 30, 2021
Last date by which Letter of Offer duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to shareholders	Friday, December 03, 2021	Thursday, January 06, 2022
Last date for upward revision of the Offer price/ Offer size	Thursday, December 09, 2021	Wednesday, January 12, 2022
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Open Offer to the Public Shareholders	Wednesday, December 08, 2021	Tuesday, January 11, 2022
Last date of publication of the Open Offer opening public announcement, announcing the schedule of activities of this Open Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances	Thursday, December 09, 2021	Wednesday, January 12, 2022
Date of commencement of Tendering Period (Offer Opening Date)	Friday, December 10, 2021	Thursday, January 13, 2022
Date of Expiry of Tendering Period (Offer Closing Date)	Thursday, December 23, 2021	Thursday, January 27, 2022
Last Date by which all requirements including payment of consideration, rejection/acceptance and return of Shares to the Public Shareholders of the Target Company whose Shares have been rejected in this Open Offer	Thursday, January 06, 2022	Thursday, February 10, 2022
Last date for issue of post-offer advertisement	Thursday, January 13, 2022	Thursday, February 17, 2022

Notes:

- 1. There has been no competing offer as of the date of this Letter of Offer.*
- 2. *Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) who own the Offer Shares are eligible to participate in the Open Offer at any time before closure of the Tendering Period.*

RISK FACTORS

The probable risk factors pertaining to the Open Offer or pertaining to association with the Acquirer or the Target Company are set forth below but these are only indicative. The risk factors set forth below do not relate to the present or future business or operations of the Target Company and any other related matters. The Public Shareholders are advised to consult their stock brokers, tax advisors, legal advisors or investment consultants, if any, for analyzing all the risks with respect to their participation in the Open Offer.

I. RISK FACTORS RELATING TO THE TRANSACTION

- As of the date of this LOF, to the best of the knowledge of the Acquirer, there are no other statutory or regulatory approvals required by the Acquirer to complete this Open Offer. However, in case of any statutory or regulatory approvals become applicable or are to be obtained by the Acquirer at a later date, this Open Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of expiry of the tendering period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirer shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

II. RISK RELATING TO THE OFFER

- This Open Offer is an offer to acquire upto 26.02% of the Voting Share Capital of the Target Company from the Public Shareholders. In the case of Shares tendered in the Open Offer by the Public Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Shares tendered by the Public Shareholders in the Open Offer will be accepted.
- In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirer from performing their obligations hereunder, or (c) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders, whose Shares are accepted under the Offer as well as the return of Shares not accepted under the Offer by the Acquirer may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the validly tendering Shareholders.
- The Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirer makes no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and

upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer/ Draft Letter of Offer / Detailed Public Statement / Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirer, or the Manager to the Offer) would be doing so at his/her/their own risk.
- Shareholders should note that the Shareholders who tender the Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of the Shares in this Offer and dispatch of consideration are delayed.
- This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

III. RISK RELATING TO ACQUIRER AND THE TARGET COMPANY

- Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company and makes no assurance with respect to the future performance of the Target Company.
- The Acquirer cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and the Acquirer expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- For the purpose of disclosures in the LOF relating to the Target Company and Sellers, the Acquirer and Manager to the Offer have relied on the information provided by the Target Company and the Sellers and have not independently verified the accuracy of details of the Target Company and Sellers.

The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by an Eligible Shareholder. The Eligible Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.

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I. KEY DEFINITIONS

Acquirer	Mr. Vibhu Maurya residing at 22, Ivory Platinum Park, C.T.T Nagar, Bhopal – 462 003, Madhya Pradesh, India.
Board of Directors	Board of Directors of the Target company
BSE	BSE Limited
Buying Broker	Stock Broker appointed by Acquirer for the purpose of this Open Offer i.e. Harjivandas Nemidas Securities Private Limited
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
CSX	Coimbatore Stock Exchange Limited
Depositories	CDSL and NSDL, referred to as collectively
Detailed Public Statement/ DPS	Detailed Public Statement dated October 21, 2021, issued by the Manager to the Offer, on behalf of the Acquirer in relation to the Offer and published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai Lakshdeep (Marathi) and Makkal Kural (Regional Language newspaper (Tamil, Chennai) where the registered office of the Target Company is located) on February 10, 2021 in compliance with the SEBI (SAST) Regulations.
DIN	Director Identification Number
DP	Depository participant
DLOF/ Draft Letter of Offer	The Draft Letter of Offer dated October 29, 2021, filed with SEBI in accordance with Regulation 16(1) of the SEBI (SAST) Regulations.
Eligible Persons/Shareholders to Participate in the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer, Sellers, Promoter and Promoter members of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer.
EPS	Earnings Per Share calculated as Profit after tax divided by Number of equity shares issued.
Equity Share(s)/ Share(s)	The fully paid-up equity share(s) of the Target Company having a face value of ₹ 10 (Rupees Ten only) per equity share
Equity Share Capital	The Issued, Subscribed and paid-up Share Capital of the Target Company is ₹ 30,75,000 comprising of 3,07,50,000 Equity Shares of ₹ 10 each.
Escrow Agreement	Escrow Agreement entered between the Acquirer, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors
Interest	The interest component of ₹ 7.54 (Rupees Seven and Paise Fifty Four only), is calculated at the rate of 10% per annum from the earlier 'trigger date' of May 27, 2017 till February 08, 2022 i.e. the scheduled date of payment of consideration. The interest amount is payable to only those public shareholders who were holding shares in the Target Company when the previous open offer obligation had been triggered by Seller 2 (on May 27, 2017) and continue to remain as public shareholders till date.

Identified Date	Thursday, December 30, 2021 i.e. The date falling on the 10 th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
Letter of Offer/ LOF	The Letter of Offer dated January 01, 2022, duly incorporating SEBI's comments on the Draft Letter of Offer
Manager to the Offer	Saffron Capital Advisors Private Limited
Minimum Public Shareholding	25% (Twenty five per cent) public shareholding (Minimum Public Shareholding) as determined in accordance with Regulation 38 of the LODR Regulations read with Rule 19 A of the SCRR.
MOU	Memorandum of Understanding
MSE	Madras Stock Exchange Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000
Offer/Open Offer	<p>This Open Offer, being made by the Acquirer for acquiring upto 8,00,000 (Eight Lacs) Equity Shares representing 26.02% of the fully paid up equity share capital and voting share capital of the Target Company, from the Public Shareholders at the Offer Price of ₹16 (Rupees Sixteen only) per Equity Share plus an interest[^] component of ₹ 7.54 (Rupees Seven & paise fifty four only), payable in cash.</p> <p>[^]The interest component of ₹ 7.54 (Rupees Seven and Paise fifty four only), is calculated at the rate of 10% per annum from the earlier 'trigger date' of May 27, 2017 till February 08, 2022 i.e. the scheduled date of payment of consideration. The interest amount is payable to only those public shareholders who were holding shares in the Target Company when the previous open offer obligation had been triggered by Seller 2 (on May 27, 2017) and continue to remain as public shareholders till date.</p>
Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance (including the interest component), is ₹ 1,88,32,000 (Rupees One Crore Eighty Eight Lacs Thirty Two Thousand only).
Offer Period	Period commencing from Wednesday, October 13, 2021 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
Offer Price	₹ 16 (Rupees Sixteen only) per Equity Share
Offer Size/Offer Shares	Upto 8,00,000(Eight Lacs) Equity Shares representing 26.02% of the Equity Share Capital and Voting Share Capital of the Target Company.
PAN	Permanent Account Number, issued under the Income Tax Act, 1961
Public Shareholders	Public Shareholders means all the equity shareholders of the Target Company other than (i) the Acquirer, (ii) the parties to the Share Purchase Agreement ("SPA") (defined below for the sale of Equity Shares of the Target Company) and (iii) persons deemed to be acting in concert with parties at (i) and (ii) above, in compliance with the provisions of Regulation 7(6) of the Takeover Regulations.

Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirer on October 13, 2021 in accordance with SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Purva Share Registry (India) Private Limited
Registered Valuer	Sanka Hari Surya, IBBI Registered Valuer (Registration No:IBBI/RV/07/2019/12576) and having his office at: D-602, Shree Mahavir Sadhana CHS, Plot No.18 EFG, Sector -14, Sanpada, Navi Mumbai – 400 705, Maharashtra, India; Email: ca.harisurya@gmail.com
RTGS	Real Time Gross Settlement
Sale Shares	Sale Shares means 12,30,374 equity shares constituting 40.01% of the paid-up share capital
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).
SEBI Act	SEBI Act, 1992, as amended
SEBI Stock Exchange Mechanism Circular	SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by the SEBI, and as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by the SEBI
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
Sellers	Sellers shall mean the members of the promoter and promoter group of the Target Company namely, B.P. Jhunjhunwala & Others HUF (“Seller 1”) and Mala Jhunjhunwala (“Seller 2”).
Selling Broker	Respective stock brokers of all Eligible Shareholders who desire to tender their shares under the Open Offer
SPA	Share Purchase Agreement dated October 13, 2021 executed between the Acquirer and the Sellers, pursuant to which the Acquirer has agreed to acquire from the Sellers 12,30,374 Equity Shares of the Target Company, representing 40.01% of the paid-up equity share capital and voting capital of the Target Company at a price of ₹ 16 (Rupees Sixteen only) per Equity Share
SPA Date	SPA date means the execution date of the SPA i.e. October 13, 2021
Stock Exchange	BSE Limited or BSE
Target Company	Onesource Ideas Venture Limited, having its registered office at J.J. Manor, 2nd Floor, 146, Rukmani Lakshmi pathy Road, Egmore, Chennai - 600 008, Tamil Nadu, India
Tendering Period	Thursday, January 13, 2022 to Thursday, January 27, 2022
Voting Share Capital	Voting Share Capital means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10 th (Tenth) working day from the closure of the Tendering period
Working Day	A working day of SEBI at Mumbai

II. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ONESOURCE IDEAS VENTURE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE TARGET COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 29, 2021, TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER.”

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This mandatory open offer, is being made by the Acquirer to acquire up to 8,00,000 (Eight Lacs) Equity Shares of face value of ₹ 10 each, representing 26.02% of the total Voting Share Capital of the Target Company in terms of Regulation 3 along with control in terms of Regulations 4 of the Target Company.
2. The sellers of the Target Company have irrevocably agreed to relinquish the management control of the Target Company in favour of the Acquirer, subject to the receipt of all necessary approvals and the acquirer completing all the open offer formalities. Upon completion of the Offer, the Sellers shall cease to be promoters of the Target Company and the Acquirer shall become the new promoter of the Target Company, subject to compliance with conditions stipulated in Regulation 31A of the SEBI (LODR) Regulations, 2015.
3. The Acquirer has entered in to SPA dated October 13, 2021 with the Sellers for purchase of Sale shares at a price of ₹ 16 (Rupees Sixteen only) per equity share aggregating to 1,96,85,984 (Rupees One Crore Ninety Six Lacs Eighty Five Thousand Nine Hundred and Eighty Four Only), payable through banking channels subject to such terms and conditions as mentioned in the SPA, subject to Acquirer maintaining its shareholding within the limits prescribed for minimum public shareholding. The acquisition will result in the change in control and management of the Target Company.
4. The current and proposed shareholding pattern of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	Acquirer	
	Number of Shares	% of Share Capital
Shareholding as on the PA date	Nil	Nil
Shares acquired between the Public Announcement date and the DPS date	Nil	Nil
Shares acquired through SPA	12,30,374	40.01%
Shares proposed to be acquired in the Offer (assuming full acceptance)	8,00,000	26.02%
* Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period	20,30,374	66.03%

**Assuming full acceptance in the offer*

5. The salient features of the SPA are as under:
 - a) Subject to the terms and conditions of the SPA, the sellers shall transfer sale shares as per consideration price of ₹ 16 and the Acquirer shall purchase such shares from the sellers.
 - b) The Acquirer agrees to take steps to comply with the SEBI (SAST) Regulations and to comply with all laws that may be required to give effect to the SPA Shares.
 - c) The Acquirer has undertaken to deposit minimum 25% of the total consideration payable under the Takeover Regulations, assuming full acceptance, in the Escrow Account in accordance with Regulation 17 of the Takeover Regulations and agrees that if there is any upward revision of its Offer within the meaning of the Takeover Regulations for any reason whatsoever, they shall increase the value of the Escrow Account as per the Regulation 17(2) of the Takeover Regulations.

For some of the above terms more specifically defined in the SPA and other details of SPA, Public Shareholders of the Target Company may refer to a copy of the SPA, which would be available to them for inspection during the Tendering Period at the office of the Manager to the Offer, or the Public Shareholders of the Company may access a copy of the SPA on <http://saffronadvisor.com/pdfs/misc/DocumentsForInspection.zip> and obtain the login credentials from the Manager to the Offer, on any working day between 10:30 a.m to 5.00 pm during the Tendering Period.

6. The Offer is being made by the Acquirer under Regulation 3 and Regulation 4 of the SEBI (SAST) Regulations to acquire shares from all the public shareholders of the Target company for acquisition upto 8,00,000 (Eight Lacs) fully paid up equity shares of face value of ₹ 10 each (Rupees Ten only), representing 26.02% of the Voting and Paid Up Share Capital of the Target Company, at a price of ₹ 16 (Rupees Sixteen only) per Equity Share plus an interest component of ₹ 7.54 (Rupees Seven & paise fifty four only) per Equity Share (“Offer Price”), payable only to those continuing public shareholders, who were holding shares of the Target Company from the earlier ‘trigger date’ of May 27, 2017, i.e. date of Board Meeting for approving preferential allotment of 28,50,000 equity shares of ₹ 10 each, pursuant to which the shareholding of Mrs. Mala Jhunjunwala (Seller 2) exceeded the threshold of 25% specified under Regulation 3(1) of SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirer under the Open Offer (excluding interest component) at the Offer Price aggregates to ₹ 1,28,00,000 (Rupees One Crore Twenty Eight Lacs only) (“Offer Size”). Assuming full acceptance and also assuming the interest component payable, the total consideration payable by the Acquirer under the Open Offer (including interest component) at the Offer Price aggregates to ₹1,88,32,000 (Rupees One Crore Eighty Eight Lacs Thirty Two Thousand only).
7. The prime object of the open offer is to acquire substantial shares/voting rights accompanied by control over the Target Company. The Acquirer intends to expand the Company’s business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.
8. The Offer Price is payable in cash, in accordance with Regulation 9(1) of the SEBI (SAST) Regulations.
9. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
10. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal.
11. As on the date of this Letter of Offer, none of the person(s) forming part of the Board of Directors of the Target Company represent the Acquirer.
12. The Committee of Independent Directors of the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Tuesday, January 11, 2022.

B) Details of the proposed Offer:

1. The Public Announcement announcing the Open Offer, under Regulation 3(1) and Regulation 4 was made on October 13, 2021 to BSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office.

2. In accordance with Regulation 14 (3) of SEBI (SAST) Regulations, the DPS dated October 21, 2021 was published on October 22, 2021, in the following newspapers:

Sr. No	Newspapers	Language	Editions
1	Financial Express	English	All Editions
2	Jansatta	Hindi	All Editions
3	Mumbai Lakshdeep	Marathi	Mumbai
4	Makkal Kural	Tamil	Registered office of Target Company (Chennai)

A copy of the DPS is available on the SEBI's website: www.sebi.gov.in. Simultaneously, in accordance with the provisions of Regulation 14(4) of SEBI (SAST) Regulations, a copy of the DPS was sent by the Manager to the Offer to: (i) SEBI; (ii) BSE; and (iii) the registered office of the Target Company.

3. The Open Offer is being made by the Acquirer to all Public Shareholders, for acquisition of up to 8,00,000 (Eight Lacs) fully paid up equity shares of face value of ₹ 10 each (Rupees Ten only), representing 26.02% of the Voting and Paid Up Share Capital of the Target Company, at a price of ₹ 16 (Rupees Sixteen only) per Equity Share plus an interest component of ₹ 7.54 (Rupees Seven & paise fifty four only) per Equity Share ("Offer Price"), payable only to those continuing public shareholders, who were holding shares of the Target Company from the earlier 'trigger date' of May 27, 2017, i.e. date of Board Meeting for approving preferential allotment of 28,50,000 equity shares of ₹ 10 each, pursuant to which the shareholding of Mrs. Mala Jhunjhunwala (Seller 2) exceeded the threshold of 25% specified under Regulation 3(1) of SEBI (SAST) Regulations, to be paid in cash, in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions set out in the DPS and this Letter of Offer.
4. There are no conditions as stipulated in the SPA, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
5. All Shares validly tendered in the Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this Letter of Offer. In the event that the Shares tendered in the Open Offer by the Public Shareholders are more than the Offer Size, the acquisition of Shares from the Public Shareholders will be on a proportionate basis.
6. The Shares to be acquired under the Offer must be free from all lien, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
7. There are no partly paid-up Shares in the Target Company.
8. There is no differential pricing being offered for the Offer Shares tendered in the Open Offer.
9. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of the Letter of Offer.
10. The Manager to the Offer does not hold any Shares as on the date of appointment as Manager to the Offer and as on the date of this Letter of Offer. The Manager to the Offer further declares and undertakes that it shall not deal in the Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.

12. To the best of the knowledge and belief of the Acquirer, as on the date of this Letter of Offer, there are no statutory or other approvals required to implement the Offer other than as indicated in section VII (B) of this Letter of Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and to the Target Company at its registered office.
13. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal or alienation of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall contain reasons as to why such disposal or alienation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.
14. As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 as amended (**SEBI LODR Regulations**) read with rule 19A of the Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto ("**SCRR**"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with the SCRR, on a continuous basis for listing. Upon completion of the offer and the underlying transaction pursuant to the SPA, if the public shareholding of the Target Company falls below the minimum level as required to be maintained by the Target Company under the SCRR and the SEBI LODR Regulations, the Acquirer shall undertake to reduce its shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
15. If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
16. The Acquirer has not acquired any Shares of Target Company after the date of PA i.e. October 13, 2021 and up to the date of this Letter of Offer.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. The prime object of the open offer is to acquire substantial shares/voting rights accompanied by control over the Target Company. The Acquirer intends to expand the Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws, including approval by the shareholders by way of a special resolution.
2. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall contain reasons as to why such alienation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.

V. BACKGROUND OF THE ACQUIRER

1. INFORMATION ABOUT - VIBHU MAURYA (“Acquirer”)

- (a) Acquirer, aged 31 years, s/o Mr. Vinay Maurya is a resident of 22, Ivory Platinum Park, C.T.T Nagar, Bhopal – 462 003, Madhya Pradesh, India. Email Id: me@vibhumaurya.com. His Permanent Account Number is BFQPM4718B.
- (b) Acquirer holds a Bachelor’s degree in Engineering (Civil Engineering) from University of Technology of Madhya Pradesh and has 5 years of experience in the mining sector.
- (c) Acquirer does not belong to any group.
- (d) The Net Worth of Acquirer as on October 12, 2021 is ₹ 4,34,19,654 (Rupees Four Crores Thirty Four Lacs Nineteen Thousand Six Hundred Fifty Four only) and the same is certified by CA. N.K. Malviya, Partner of Sanghvi Malviya & Company, Chartered Accountants (Membership No: 070571, Firm Registration No: 001884C) having its office at E-2/234, Arera Colony Bhopal; Email id: nandkishoremalviya@yahoo.com; vide certificate dated October 12, 2021 bearing Unique Document Identification Number (UDIN) 21070571AAAADW5194.
- (e) The details of the ventures promoted/controlled/managed by the Acquirer are given hereunder:-

Sr. No.	Name of the Entities	Nature of Interest	Percentage/stake holding%
1.	Sadbhav Minerals Private Limited	Promoter and Director	85
2.	Oracle Reallnfa Private Limited	Director	10

- (f) None of the entities mentioned under point (e) above are participating or interested or acting in concert with the Acquirer in this Open Offer. Further, there are no persons acting in concert for the purpose of this Open Offer.
- (g) Except as mentioned under point (e) above, Acquirer confirms that he does not hold directorships in any company, including a listed company.
- (h) Acquirer confirms that he is not related to any of the Sellers, Target Company in any manner and there are no nominees appointed by him or representing him on the Board of Directors of the Target Company.
- (i) Acquirer does not hold any shares in the Target Company as on the date of this Letter of Offer. Pursuant to the Share Purchase Agreement, the Acquirer proposes to acquire 12,30,374 Equity shares from the sellers of the Target Company constituting 40.01% of the Target Company. Further, upon consummation of the Share Purchase Agreement, the Acquirer shall be classified and will become the Promoter of the Target Company, subject to the compliance of Regulation 31A of the SEBI (LODR) Regulations, 2015.
- (j) Acquirer confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- (k) Acquirer has confirmed that he has not been categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

- (l) Acquirer confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
- (m) Acquirer confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (n) Acquirer confirms that there is no directions subsisting or proceedings pending against him by any regulatory/government authority.

2. INFORMATION ABOUT THE SELLERS

- a) B. P. Jhunjunwala & Others HUF (“Seller 1”) having registered address at 1D Rajagiri Residency, No. 125, Marshalls Road, Egmore, Chennai – 600 008, Email Id: bpjworld@hotmail.com and Mala Jhunjunwala (“Seller 2”) residing at 1D Rajagiri Residency, No. 125, Marshalls Road, Egmore, Chennai – 600 008, Email Id: bpjworld@hotmail.com. The Permanent Account Number of Seller 1 is AACHB0680D and Permanent Account Number of Seller 2 is ACTPJ4169L.
- b) The sellers, hold 40.01% of the total voting and paid up capital of the Target Company. Pursuant to the SPA dated October 13, 2021, the sellers have agreed to sell, and the Acquirer has agreed to purchase 12,30,374 Equity Shares constituting 40.01% of the total voting and paid up share capital of the Target Company from the Sellers.
- c) The Board of Directors of the Target Company in its meeting held on May 27, 2017, had approved preferential allotment of 28,50,000 equity shares of ₹ 10 each, pursuant to which the shareholding of Mrs. Mala Jhunjunwala (“Seller 2”) exceeded the threshold mentioned under Regulation 3(1) of SEBI (SAST) Regulations and thereby had triggered the obligation to make a public announcement for an open offer. Seller 2 has till date, has not complied with the said obligation under the SEBI (SAST) Regulations. SEBI may take appropriate action against Seller 2 for such non-compliance.
- d) There has been delayed compliance in relation to the applicable provision of Chapter V, of the SEBI (SAST) Regulations by the Sellers. The same is presented as below:

Regulation	Due Date of Compliance	Actual Date of Compliance	Delays
Regulation 31 (4)	01.06.2020	09.04.2021	312 days

- e) The Sellers are involved in litigations pertaining to securities market and civil matters, details of which are summarized as below:
- An Ex-Parte Ad-Interim Order Ref No. WTM/RKA/ISD/105/2015 dated August 11, 2015 was issued by Whole Time Member of SEBI against Mr. B.P Jhunjunwala and M/s. B.P Jhunjunwala & Others HUF (herein after referred to as “BPJ/BPJ HUF”) restraining them from accessing the securities market and buying, selling or dealing in securities, either directly or indirectly in any manner, till further instructions. The order was issued in exercise of the powers conferred under Sections 19 read along with Section 11(1), 11(4) And 11B of SEBI Act, 1992 for contravention of the provisions of Regulation 3(a), (b), (c), (d) and Regulations 4(1),4(2)(a) (b), (e) and (g) of the SEBI (PFUTP) Regulations, 2003 and Section 12(A)(a), (b) and (c) of SEBI Act 1992. Further, the acts and deeds of Mr. B.P Jhunjunwala was categorized as “fraudulent” under regulation 2(1)(c) of the SEBI (PFUTP) Regulations, 2003 in the matter of trading in the script of First Financial Services Limited. The said interim order was issued pending investigation in the script of First Financial Services Limited. Thereafter, the directions issued under the aforesaid interim order were confirmed *vide* SEBI’s order Ref No. WTM/RKA/ISD/113/2016 dated August 25, 2016 against BPJ/BPJ HUF. Subsequently on

the basis of findings of investigations, a Show Cause Notice dated September 29, 2017 was issued to 76 entities (including BPJ/BPJ HUF) alleging that the BPJ/BPJ HUF had violated the provisions of section 12A(a) (b) and (c) of SEBI Act, 1992 read with Regulations 3(a),(b),(c) (d) and Regulations 4(1), 4(2),(a) and (e) of the SEBI (PFUTP) Regulations, 2003. After considering the replies and submissions of various entities as referred to in the SCN, the Whole Time Order passed a Final Order Ref No. WTM/GM/EFD/1/2018-19 dated April 02, 2018 restraining 29 entities (including BPJ/BPJ HUF) from accessing the securities market and further prohibited them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years from the date of the order. However, Mr. B.P Jhunjunwala & M/s. B.P Jhunjunwala & Other HUF preferred an appeal in front of Securities and Appellate Tribunal (SAT) against the said Order dated April 02, 2018. Pursuant to the appeals filed by the 23 entities (including BPJ/BPJ HUF), SAT, Mumbai *vide* its order dated September 27, 2019 disposed of the order passed by Whole Time Member *vide* its order dated April 02, 2018 with effect from the date of the order i.e. September 27, 2019, stating that the WTM has not considered the period of debarment already spent from the date of the ex-parte interim order till the date of passing of the order while considering the quantum of penalty.

- Show Cause Notice dated April 19, 2018 was issued by SEBI to 10 entities including Mr. B.P Jhunjunwala, M/s. B.P Jhunjunwala & Others HUF and Mrs. Mala Jhunjunwala (“Parties”) in the matter of First Financial Services Limited to show cause as to why suitable directions under sections 11(1), 11(4) and 11B of SEBI Act, 1992 should not be issued against them for the alleged violations of provisions of regulations 10 & 12 of SAST Regulations, 1997 and section 12A(f) of SEBI Act, 1992. Based on the representations/submissions made by the 10 entities (including the parties), SEBI *vide* its order Ref No. WTM/MB/IVD/ID10/5959/2019-20 dated December 09, 2019 directed 9 entities (excluding M/s. B.P Jhunjunwala & Others HUF) to make a public announcement to acquire shares of First Financial Services Limited in accordance with the provisions of the SAST Regulations, 1997, within a period of 45 days from the date of service of the order dated December 09, 2019 and also directed to pay interest at the rate of 10% per annum along with consideration amount to the eligible shareholders as per the ratio laid down in Clariant International Limited and another vs. SEBI [Appeal (Civil) No. 3183/2003] dated August 25, 2004, after adjustment of dividend paid, if any. Further the Show Cause Notice dated April 19, 2018 issued qua M/s. B. P. Jhunjunwala & Others HUF was disposed of without any directions. In compliance with the said order, the 9 entities made a public announcement for the Open Offer to the public shareholders of First Financial Services Limited on January 30, 2020.
- Show Cause Notice was issued to BP Jhunjunwala & BP Jhunjunwala & others HUF under Rule 4(1) of SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4(1) of Securities Contracts (Regulation) (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 for contravention of the provisions of Regulation 3(a), (b), (c), (d) and Regulations 4(1), 4(2), (a) and (e) of the SEBI (PFUTP) Regulations, 2003 and section 12(A)(a), (b) and (c) of SEBI Act 1992, in the matter of trading in the script of First Financial Services Limited and contravention of provision of Regulation 10 and 12 of SEBI (SAST) Regulations, 1997 and Section 12A (f) of SEBI Act, 1992 in the matter of acquisition of shares and/or control by certain entities in the script of First Financial Services Ltd. A reply to the aforesaid Show Cause Notice has been filed by B P Jhunjunwala & M/s. B P Jhunjunwala & others HUF on August 28, 2019. The said matter is pending.
- Show Cause Notice dated March 29, 2019 was issued to Mala Jhunjunwala under under Rule 4(1) of SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4(1) of Securities Contracts (Regulation) (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 for contravention of provision of Regulation 10 and 12 of SEBI (SAST) Regulations, 1997 and Section 12A (f) of SEBI Act, 1992 in the matter of acquisition of shares and/or control by certain entities in the script of First Financial Services Ltd. A reply to the aforesaid notice has been filed by Mala Jhunjunwala on September 13, 2019. The said matter is pending.

Mala Jhunjhunwala is one of the accused in CC No. 948/2020 at IInd Metropolitan Magistrate, Cyberabad, LB Nagar, Telangana in the matter of State of Telangana Vs. Anil Agarwal and others *vide* complaint of Sri Ravikumar of M/s. Liquor India Limited.

- f) Sellers have confirmed that they are not willful defaulters and fugitive economic offender.

VI. BACKGROUND OF THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

1. Target Company was incorporated on December 08, 1994 as 'Anugraha Jewellers Limited' under Companies Act, 1956. Subsequently, the name of the Target Company was changed to 'Onesource Ideas Venture Limited' pursuant to change of name in accordance with the Companies Act, 2013 and a fresh Certificate of Incorporation dated June 26, 2014 was issued by the Registrar of Companies, Coimbatore, Tamil Nadu. There has been no change in the name of the Target Company thereafter.
2. The registered office of the Target Company is situated at J.J. Manor, 2nd Floor, 146, Rukmani Lakshmiopathy Road, Egmore, Chennai 600 008, Tamil Nadu, India; Email: cs@osivl.com; Website: www.osivl.com.
3. Corporate Identity Number of the Target Company is L74900TN1994PLC097983.
4. The Equity Shares of the Target Company were initially listed on Coimbatore Stock Exchange Limited ("CSX"), Madras Stock Exchange Limited ("MSE") and BSE limited ("BSE") pursuant to its maiden Public Issue. However, upon exit of CSX and MSE as stock exchanges *vide* SEBI orders dated April 03, 2013 and May 14, 2015 respectively, the equity shares of the Target Company are currently listed on BSE only.
5. The International Securities Identification Number (ISIN) of Equity Shares of the Target Company is INE125F01024.
6. Target Company is engaged in providing financial and corporate advisory services especially to Small and Medium Corporates.
7. The Authorized Share Capital of the Target Company is ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of face value ₹ 10 each. The current issued, subscribed and paid up Share Capital of the Target Company is ₹ 3,07,50,000 comprising of 30,75,000 Equity Shares of face value ₹ 10 each.
8. There are no outstanding partly paid-up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.
9. The trading in securities of the company was suspended by BSE with effect from May 13, 2002 for non-compliance of various provisions of the listing agreement. The suspension was revoked with effect from April 21, 2017 by BSE *vide* notice dated April 13, 2017. The Equity Shares of the Target Company are listed on BSE under group XT and traded under GSM : Stage 2 Periodic Call Auction.
10. In 2014, a Scheme of Reduction of Capital ("Scheme") under Section 100 to 104 of the Companies Act, 1956 between the Target Company, its shareholders and creditors was sanctioned by Hon'ble High Court of Judicature at Madras, Chennai *vide* an order dated October 28, 2014. Pursuant to scheme, the paid-up equity share capital of the target company was reduced from ₹ 4,50,00,000 consisting of 45,00,000 equity shares of face value of ₹ 10 each to ₹ 22,50,000 consisting of 2,25,000 equity shares of face value of ₹ 10 each.
11. In the Year 2013, B.P. Jhunjunwala & Others (HUF) ("Seller 1"), represented by its karta B.P. Jhunjunwala had entered into a Share Purchase Agreement ("SPA") with the erstwhile promoters of the Target company to acquire 14,09,399 (Fourteen lacs Nine Thousand Three Hundred and Ninety Nine Only) Equity Shares of ₹ 10 each, representing 31.32% of total voting share capital of the Target company which triggered the mandatory open offer under Regulation 3(1) & (4) of the

SEBI (SAST) Regulations, 2011. Seller 1 had made an open offer to acquire 11,70,000 (Eleven Lacs Seventy Thousand) equity shares of ₹ 10 each, representing 26% of total voting share capital of the Target company from the public shareholders (“Open Offer”). Twenty Seven Thousand One Hundred (27,100) shares were accepted in the said open offer, which was completed on August 29, 2013, and basis the same, Seller 1 was classified in the category of promoter and promoter group.

12. Adjudicating Officer of SEBI *vide* its order number EAD-2/DSR/PU/179/2014 dated August 22, 2014 had imposed a penalty for the amount of ₹ 5,00,000 on the Target Company for the delay in compliances with the provisions of Regulation 8(3) of Takeover Regulations, 1997. The aforesaid penalty was paid by the Target Company within time period, as stipulated in the order.
13. Target company confirms that there is no directions subsisting or proceedings pending against it by any regulatory/government authority other than that already provided in the draft letter of offer.
14. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.
15. Target Company confirms that it is in compliance with various regulations of SEBI LODR Regulations and as on date there are no penal actions initiated against it by Stock Exchanges.
16. The share capital structure of the Target Company as of the date of this Letter of Offer is:

Issued and Paid-up Equity Share of the Target Company	Pre- Open Offer		Post- Open Offer	
	Number of Shares	%	Number of Shares	%
Fully paid-up Equity Shares	30,75,000	100.00	30,75,000	100.00
Partly paid-up Equity Shares	NIL	NIL	NIL	NIL
Total paid-up Equity Shares	30,75,000	100.00	30,75,000	100.00
Total Voting Rights in Target Company	30,75,000	100.00	30,75,000	100.00

17. As on the date of this Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Sr. No.	Name, PAN and Address	Designation	Directors Identification Number	Date of Appointment/ Re-appointment
1.	Fatima Jalal PAN: AIYB8971B Address: T-2, 3 rd Floor, Anupam Apartments 31, Sami Pillai Street, Choolai, Chennai – 60 0112 Tamil Nadu, India	Managing Director	00479516	May 29, 2013
2.	Ankit Kotwani PAN: FMKPK2331H Address: Plot No - 41 Globus Fab City, Chunna Bhatti, Kolar Road , Bhopal – 462 016 Madhya Pradesh, India	Non-Executive Director	09184682	May 27, 2021
3.	Raji	Independent Director	07302320	July 19, 2017

	PAN: BPJPR2567E Address: 7/45, Eluppa Voothu, Matha Via Kuruchi, Manur Via, Thirunelveli Pds, Chennai – 600 002, Tamil Nadu, India			
4.	Sankara Narayanan Sundaram PAN: AOPPS3886R Address: 10, Ram Saras Complex 44/30 Babu Rajendra Prasad 1 st Street West Mambal, Chennai – 600 033 Tamil Nadu, India	Independent Director	00975329	July 19, 2017

18. No merger / demerger / spin off have taken place involving the Target Company directly or indirectly during the last three year.
19. As on the date of this Letter of Offer, the Target Company is not registered with any other regulatory or government authority in any capacity nor is required to obtain any NOC from any regulatory or government authority for effecting change in control.
20. As on the date of this Letter of Offer, the Target Company confirms that no depository receipts of the shares are issued by it in any foreign country.
21. Brief financial details of the Target Company, as obtained from its audited standalone financial statements as at and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 are as follows:

(Amounts in ₹)

Profit & Loss statement	For the 6 months period ended September 30, 2021	For the year ended March 31		
		2021	2020	2019
Revenue from Operations	18,82,000	6,35,593	94,000	16,77,966
Other Income	-	32,91,142	96,908	2,21,203
Total Income	18,82,000	39,26,735	1,90,908	18,99,169
Total Expenditure	13,27,000	24,06,229	1,97,18,451	25,30,119
Profit Before Depreciation Interest and Tax	6,75,000	17,62,239	(21,04,899)	(6,04,321)
Depreciation	1,21,000	2,41,732	1,74,22,644	26,629
Interest	-	-	-	-
Profit/(Loss) before Exceptional items and Tax	5,54,000	15,20,507	(1,95,27,543)	(6,30,950)
Exceptional Items	-	-	-	-
Profit Before Tax	5,54,000	15,20,507	(1,95,27,543)	(6,30,950)
Provision for Tax	26,000	2,22,409	69,686	(3,76,440)
Profit After Tax	5,28,000	12,98,097	(1,95,97,229)	(2,54,510)

(Amounts in ₹)

Balance Sheet statement	As at September 30, 2021	As at March 31		
		2021	2020	2019
Sources of Funds				
Paid up share capital	3,07,50,000	3,07,50,000	3,07,50,000	3,07,500

Reserves	(30,30,000)	(35,56,958)	(48,55,056)	1,21,686
Net worth	2,77,20,000	2,71,93,042	2,58,94,944	4,29,186
Non-controlling interest	-	-	-	36,218
Non-current liabilities	-	-	-	-
Current Liabilities	1,84,000	1,06,735	1,10,584	7,056
Total	2,79,04,000	2,72,99,776	2,60,05,528	4,72,461
Use of Funds				
Non-current assets	84,17,000	1,01,45,190	96,41,484	3,64,875
Current Assets				
Trade receivables	2,00,000	-	804	6,337
Cash and cash equivalents	47,41,000	10,08,020	6,93,808	8,664
Investments	1,41,52,000	1,58,99,998	1,50,94,411	79,263
Current tax assets (net)	3,94,000	2,46,569	5,75,022	13,322
Total	2,79,04,000	2,72,99,776	2,60,05,528	4,72,461

Other Financial Data

Dividend (%)	-	-	-	-
Earnings Per Share (₹)	0.17	0.42	(6.37)	(0.01)
Return on Net Worth (%)	1.90	0.04	(0.76)	(0.59)
Book Value per Share (₹)	9.01	8.84	8.42	0.14

22. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Letter of Offer is and shall be as follows:

Shareholders' Category	Shareholding & voting rights prior to the agreement /acquisition and Open Offer		Shares/voting rights agreed to be acquired which has triggered off the Regulations		Shares/voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter								
(a) Parties to the SPA	12,30,374	40.01	(12,30,374)	(40.01)	NIL	NA	NIL	NA
(b) Promoters other than (a) above	NIL	NA	NIL	NA	NIL	NA	NIL	NA
Total 1 (a + b)	12,30,374	40.01	(12,30,374)	(40.01)	NIL	NA	NIL	NA
2. Acquirer								
Vibhu Maurya	NIL	NA	12,30,374	40.01	8,00,000	26.02	20,30,374	66.03
Total (2)	NIL	NA	12,30,374	40.01	8,00,000	26.02	20,30,374	66.03
3. Parties to SPA other than (1)(a) & 2	NIL	NA	NIL	NA	NIL	NA	NIL	NA
4. Public (other than parties to SPA, Acquirer)	18,44,626	59.99	NIL	NA	(8,00,000)	(26.02)	10,44,626	33.97
Grand Total (1+2+3+4)	30,75,000	100.00	NIL	NA	NIL	NA	30,75,000	100.00

Note:

Post completion of open offer formalities, the sellers shall relinquish the control in the management of the Target Company in favour of the Acquirer and will be reclassified to public category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended.

23. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A) JUSTIFICATION FOR THE OFFER PRICE

- The Shares of the Target Company are presently listed on BSE only.
- The annualized trading turnover in the shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (October 2020 till September 2021 obtained from www.bseindia.com) is as given below:

Stock Exchange	Total no. of equity shares traded during the twelve calendar months prior to the month of PA	Total no. of listed equity shares	Annualized trading turnover (as % of shares listed)
BSE	11,197	30,75,000	0.36%

3. Based on the information provided in point above, the Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations.
4. The Offer Price of ₹ 16 (Rupees Sixteen only) is justified in terms of regulation 8 of the SEBI (SAST) Regulations, being more than **highest** of the following:

a)	Highest negotiated price per share for acquisition under the agreement attracting the obligations to make a public announcement for the offer	₹16.00
b)	The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirer or by any person(s) acting in concert, during the fifty two weeks immediately preceding the date of public announcement	Not Applicable
c)	The highest price paid or payable for any acquisition, whether by the Acquirer or by any person(s) acting in concert, during the twenty six weeks immediately preceding the date of the Public Announcement	Not Applicable
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	Not Applicable
e)	^Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters per Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	₹ 10.26 [#]
Other Financial Parameters as at March 31, 2021		
	- Return on Net Worth (%)	4.77
	- Book Value per share (₹)	8.84
	- Earnings per share (Diluted) (₹)	0.42

[#]Sanka Hari Surya, IBBI Registered Valuer (Registration No:IBBI/RV/07/2019/12576) and having his office at: D-602, Shree Mahavir Sadhana CHS, Plot No.18 EFG, Sector -14, Sanpada, Navi Mumbai – 400 705, Maharashtra, India; Email: ca.harisurya@gmail.com, through his valuation report dated October 13, 2021, has certified that the fair value of the Equity Share of OneSource Ideas Venture Limited is ₹ 10.26 each, based on the judgement of Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30)

5. The Offer Price of ₹ 16 (Rupees Sixteen only) per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, and is payable in cash. The interest component of ₹ 7.54 (Rupees Seven and Paise Fifty Four only), is calculated at the rate of 10% per annum from the earlier 'trigger date' of May 27, 2017 till February 08, 2022 i.e. the scheduled date of payment of consideration. The interest shall however be payable to only those public shareholders who were holding shares in the Target Company when the previous open offer obligation had been triggered by Seller 2 (on May 27, 2017) and continue to remain as public shareholders till date. Those public shareholders, who have acquired shares of the Target Company subsequent to May 27, 2017 would receive the offer price of ₹ 16 only.

6. Calculation of Interest

Trigger Date	Number of days delay	[#] Fair Value as on the Trigger Date	Price as per SEBI (SAST) Regulations	[^] Interest	Total (₹)
May 27, 2017	1,719	4.17	16.00	7.54	23.54

[^] Interest calculated from May 27, 2017 till February 08, 2022, the date of payment of consideration.

#Fair Value of the shares of the Company has been arrived at by averaging the values arrived as per the Net Asset Value Method and Market Price Method. A weight of 75% has been assigned to the value arrived under Net Asset Approach, weight of 25% has been assigned to the value arrived under Market Price Method. Registered Valuer through his valuation report dated October 13, 2021 has considered Net Asset Value Method and Market Price Method i.e. Volume Weighted Average Price ("VWAP") as on May 15, 2017 (the date immediate preceding trading day before the date of Board Meeting i.e. May 27, 2017) for arriving at fair value as on the Trigger date.

7. In the opinion of the Acquirer and the Manager to the Offer, the Offer Price of ₹ 16 (Rupees Sixteen only) per Share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.
8. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
9. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Letter of Offer.
10. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last one working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amounts, as more particularly set out in point 18(B) of this Letter of Offer (ii) make a public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirement to meet this Offer (*including the interest component*) is ₹ 1,88,32,000 (Rupees One Crore Eighty Eight Lacs Thirty Two Thousand only).
2. The Acquirer has confirmed that it has adequate financial resources to meet the obligations under the Open Offer.
3. The Acquirer has adequate resources and have made firm financial arrangements for financing the acquisition of the equity shares under this Offer, in accordance and in compliance with Regulation 25 (1) of the SEBI (SAST) Regulations.
4. The Net Worth of Acquirer as on October 12, 2021 is ₹ 4,34,19,654 (Rupees Four Crores Thirty Four Lacs Nineteen Thousand Six Hundred Fifty Four only) and the same is certified by CA. N.K. Malviya, Partner of Sanghvi Malviya & Company, Chartered Accountants (Membership No: 070571, Firm Registration No: 001884C) having his office at E-2/234, Arera Colony Bhopal; Email id: nandkishoremalviya@yahoo.com; *vide* certificate dated October 12, 2021 bearing Unique Document Identification Number (UDIN) 21070571AAAADW5194.
5. As a part of their Net Worth, the Acquirer has enlisted liquid assets worth ₹ 2,09,19,000 (Rupees Two Crores Nine Lacs Nineteen Thousand only) as on October 12, 2021, which is certified by CA. N.K. Malviya, Partner of Sanghvi Malviya & Company, Chartered Accountants (Membership No: 070571, Firm Registration No: 001884C) having his office at E-2/234, Arera Colony Bhopal; Email id: nandkishoremalviya@yahoo.com; *vide* certificate dated October 12, 2021 bearing Unique Document Identification Number (UDIN) 21070571AAAADW5194.
6. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer has opened an escrow cash account ("**Escrow Cash Account**") with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the

meaning of the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara – 390 007, Gujarat, India, and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020, Maharashtra, India, and has made a deposit of ₹ 50,00 000 (Rupees Fifty Lacs only) in the Escrow Cash Account. The amount deposited in Escrow Cash Account represents more than 25% of the total consideration payable to the Equity Shareholders under this Offer. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of the Escrow Cash Account in terms of the SEBI (SAST) Regulations, 2011.

7. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations, 2011.
8. Based on the above, Saffron Capital Advisors Private Limited, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to implement the Offer in full, in accordance with the SEBI (SAST) Regulations, 2011.

VII. TERMS AND CONDITIONS OF THE OFFER

1. The tendering period will commence on Thursday, January 13, 2022 and will close on Thursday, January 27, 2022.
2. The Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is Thursday, December 30, 2021.
5. Target Company has subsisting signed agreements with the Depositories (NSDL and CDSL) for offering Shares in dematerialized form. The Shares of the Target Company have ISIN Number: INE125F01024.
6. The marketable lot for the Equity Share of the Target Company for the purpose of this Offer shall be 1 (One) Equity Share.
7. None of the Equity Shares of the Target Company are subject to lock-in.
8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Shareholders/Beneficial Owners (except the Promoter and Promoter Group members, Acquirer, the Sellers and Persons acting in concert) whose names appear in register of members of the Target Company as on Thursday, December 30, 2021, the Identified Date.
2. The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
3. All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date ("Tendering Period") for this Open Offer. Further, in accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Public Announcement, the Detailed Public

Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, or the Form of Acceptance from the SEBI's website.

4. Any query of communication in respect of the Open Offer may be addressed to Purva Share Registry (India) Private Limited; Tel. No: + 91 22 2301 2518 / 8261; + 91 44 2846 0390; Email support@purvashare.com; Contact Person: Deepali Dhuri, between 11.00 am to 5.00 pm on working days.
5. The acceptance of this Offer by the Eligible Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
6. The acceptance of this Offer is entirely at the discretion of the Shareholder(s)/ beneficial owner(s) of the Target Company.
7. The acceptance of Shares tendered in the Offer will be done by the Acquirer in consultation with the Manager to the Offer.
8. The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 1 (one) Working Day prior to the commencement of the Tendering Period, i.e. Wednesday, January 12, 2022, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the Detailed Public Statement was published. The Acquirer would pay such revised price for all the Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Detailed Public Statement and the Letter of Offer.

B) STATUTORY AND OTHER APPROVALS

1. As of the date of this Letter of Offer, to the knowledge of the Acquirer, there are no statutory approvals required to complete this Offer. However, in case of any such statutory approvals are required by the Acquirer at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such statutory approvals.
2. All Public Shareholders, including non-residents holders of Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered in this Offer. Further, if the holders of the Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
3. The Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those shareholders who have tendered Shares and are found valid and in order and accepted for acquisition by the Acquirer
4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful

default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in paragraph VII (B) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirer has a right to withdraw the Offer. In the event of withdrawal, the Acquirer (through the Manager), shall within two (2) working days of such withdrawal, make an announcement stating the grounds for the withdrawal in accordance with regulation 23(2) of the SEBI (SAST) Regulations, in the same newspapers in which the DPS was published and such announcement will also be sent to SEBI, BSE and the Target Company at its registered office.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. All Public Shareholders, registered or unregistered, holding the shares in dematerialized form and physical form or holding locked-in shares are eligible to participate in this Open Offer at any time during the tendering period for this Open Offer. For details in relation to tendering of Offer Shares held in physical form, please refer to section titled “*Procedure for tendering Equity Shares held in Physical form*” below of this part, for details in relation to tendering of Offer Shares held in physical form.
2. Persons who have acquired Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer.
3. The Open Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations read with SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 as may be amended from time to time, issued by SEBI.
4. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”).
5. For implementation of the Open Offer, the Acquirer has appointed Harjivandas Nemidas Securities Private Limited as the registered broker (the “**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirer. The contact details of the Buying Broker are as follows:

Name	: Harjivandas Nemidas Securities Private Limited
SEBI Registration No	: INZ000256637
Address	: G12/13, Hillife Mall, P.M. Road, Santacruz West, Mumbai – 400 056
Contact Person	: Kartik Broker
Tel No	: + 91 22 49744891
Email	: kartik@hnspl.com
6. All Public Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
7. The Acquisition Window provided by BSE shall facilitate placing of sell orders.
8. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
9. Shareholders can tender their Shares only through a broker with whom they are registered as client (KYC Compliant).
10. In the event Seller Broker of shareholder is not registered with BSE then that shareholder can approach the Buying Broker as detailed in the Point # 5 above and tender the Shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI regulations.
11. Such Offer shares would be transferred to the respective Selling Broker’s pool account prior to placing the bid.

Procedure for tendering Equity Shares held in dematerialised form

1. The Shareholders who are holding the Shares in demat form and who desire to tender their Shares in this Offer shall approach their Selling Broker, indicating details of Shares they wish to tender in Open Offer.
2. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE /Clearing Corporation.
3. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
4. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the opening of the Offer.
5. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip ("TRS") generated by the Exchange Bidding System to the Public Shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Shares tendered etc.
6. In case of receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for demat Shareholders.
7. The Public Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Shares due to rejection or due to prorated Open Offer.
8. The Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement.

Procedure for tendering Equity Shares held in Physical form

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:-

- a) Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
- b) Original share certificate(s).
- c) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.

- d) Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
- e) Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
- f) Self-attested copy of address proof such as valid Aadhar Card, Voter Identity card or Passport.
- g) The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No, Certificate No. Dist. Nos., No. of shares etc.
- h) After placement of order, as mentioned above in Point (g), the Selling Broker(s)/ Equity Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be super-scribed as "OSIVL Open Offer". One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- i) Equity Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- j) In case any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before Offer Closing Date.
- k) Equity Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Equity Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.

Acceptance of Equity Shares

1. Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
2. In the event that the number of Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Shares from a Public Shareholder shall not be less than the minimum marketable lot.

Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer

1. Persons who do not hold Shares as on the Identified Date, or those who have acquired the Equity Shares after the Identified Date, or those who have not received the LOF, can also participate in this Open Offer.
2. An Eligible Shareholder may participate in the Open Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

3. The Letter of Offer along with a Form of Acceptance –cum- Acknowledgement will be dispatched to all the Shareholders whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the website of SEBI (www.sebi.gov.in) or BSE (www.bseindia.com) or the Manager to the Offer (www.saffronadvisor.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Shares of the Target Company.

Settlement Process

1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Registrar to the Offer in consultation with Manager to the Offer and the final list shall be provided to BSE to facilitate settlement on the basis of the Shares transferred to the Clearing Corporation.
2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.
3. For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
4. The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
5. The Public Shareholders will have to ensure that they keep the Depository account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.
6. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
7. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders' / unregistered owners' sole risk to the sole / first Public Shareholder / unregistered owner.
8. The direct credit of Equity Shares will be given to the demat account of Acquirer as indicated by the Buying Broker.
9. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer.
10. In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection

of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.

11. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
12. If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.
13. Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
14. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

NOTE ON TAXATION

THE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OPEN OFFER AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER AND THE MANAGER TO THE OFFER DO NOT ACCEPT, NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OPEN OFFER.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6th floor, J.B. Nagar, Chakala, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059, Maharashtra, India, or the Public Shareholders of the Company may access the said documents on <http://saffronadvisor.com/pdfs/misc/DocumentsForInspection.zip> and obtain the login credentials from the Manager to the Offer on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 5:00 p.m. from the date of opening of the Offer until the closure of this Offer.

1. Certificate of Incorporation, Memorandum and Articles of Association of Onesource Ideas Venture Limited.
2. Certificate dated October 12, 2021, issued by Mr. CA. N.K. Malviya, Partner of Sanghvi Malviya & Company, Chartered Accountants, (*Membership No: 070571; FRN No: 001884C*), certifying the Net Worth of the Acquirer.
3. Certificate dated October 12, 2021, issued by Mr. CA. N.K. Malviya, Partner of Sanghvi Malviya & Company, Chartered Accountants, (*Membership No: 070571; FRN No: 001884C*), certifying the Liquidity of the Acquirer.
4. Annual reports of the Target Company for the financial years ending March 31, 2021, March 31, 2020, March 31, 2019.
5. Unaudited Financial Results and Limited Review Report of the Target Company for the period ended September 30, 2021.
6. Copy of the letter issued by ICICI Bank Limited confirming the cash deposit of ₹ 50,00,000 (Rupees Fifty Lacs only) in the Escrow Account.
7. Copy of Escrow Agreement dated October 13, 2021 between the Acquirer, Manager to the Offer and Escrow Bank.
8. Copy of Share Purchase Agreement dated October 13, 2021 between the Acquirer and Sellers.
9. Copy of Public Announcement dated October 13, 2021, issued by the Manager to the Offer.
10. Copy of the Detailed Public Statement dated October 21, 2021 and published in newspapers on February 10, 2021, issued by the Manager to the Offer.
11. Copy of the recommendation made by the Target Company's committee of Independent Directors, as issued under Regulation 26(7) of the SEBI (SAST) Regulations.
12. Copy of the Pre Offer advertisement
13. Copy of the letter from SEBI dated December 28, 2021, containing its comments on the Draft Letter of Offer.

X. DECLARATION BY THE ACQUIRER

All information pertaining to the Target Company has either been provided by the Target Company or obtained from publicly available sources and the accuracy thereof has not been independently verified by the Acquirer or the Manager to the Offer. Subject to the aforesaid, the Acquirer accepts full responsibility for all the information contained in this Letter of Offer in relation to it, and it shall not be responsible for any other information contained in this Letter of Offer.

The Acquirer accepts the responsibility for its obligations as laid down in terms of the SEBI (SAST) Regulations. The Acquirer shall be solely responsible for ensuring compliance with the provisions of the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

Sd/-

Vibhu Maurya
(Acquirer)

Place: Mumbai

Date: January 01, 2022

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form along with TRS generated by broker/selling member and enclosures to Purva Shareregistry (India) Private Limited, the Registrar to the Offer, at their registered office address provided in the Letter of Offer)

(Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

TENDERING PERIOD FOR THE OFFER	
OPENS ON	THURSDAY, JANUARY 13, 2022
CLOSES ON	THURSDAY, JANUARY 27, 2022

To,
The Acquirer
C/o Purva Shareregistry (India) Private Limited
Unit: OneSource Ideas Venture Limited - Open Offer
Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate
J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India;
Tel. No.: +91 22 2301 2518 / 8261;
Fax No.: Not Available ; E-mail: support@purvashare.com
Contact Person: Deepali Dhuri

Dear Sir/Madam,

Sub: Proposed Open Offer by the Acquirer to acquire upto 8,00,000 Equity shares of Rs. 10/- each for cash at a price of Rs. 23.54/- (including interest component of Rs. 7.54/-) aggregating upto Rs.1,88,32,000 /- (Rupees One Crore Eighty Eight Lacs Thirty Two Thousand only), to the Public shareholders of OneSource Ideas Venture Limited (“Target Company”) in accordance with the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) (“Open Offer”).

I/We refer to the Letter of Offer dated January 01, 2022 for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Draft Letter of Offer, Letter of Offer and the Open offer opening public announcement, and understood its contents, terms and conditions, and unconditionally accept these terms and conditions.

I/We acknowledge and confirm that all the particulars/statements given by me/us, herein are true and correct.

Details of Public Shareholder:

Name (in BLOCK LETTERS)	Holder	Name of the Shareholder	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with ISD/STD Code):		Mobile No.:
Full Address of the First Holder (with pin code)			
Email address of the First Holder			
Date & Place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL MODE:

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

- Resident
 Non-Resident

I/We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				TOTAL	

Enclosures (whichever is applicable)

- Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
 Original Equity Share certificate(s)
 Valid Equity Share transfer deed(s)
 Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
 Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
 Self-attested copy of PAN card of all the transferor(s)
 Other relevant documents (please specify)

FOR ALL PUBLIC SHAREHOLDERS:

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to.

My/Our execution of this Form of Acceptance-cum-Acknowledgement shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are sold and transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/we will hold the Acquirer harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these Equity Shares.

I/We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.

I/We agree that the Acquirer will pay the consideration as per secondary market mechanism, only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance-cum-Acknowledgment by the Public Shareholders, and subject to the adherence of the aforementioned Instructions. I/We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me/us.

I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.

I/We confirm that I/We am/are not persons acting in concert with the Acquirer.

I/We give my/our consent to the Acquirer, to file any statutory documents, if any, on my/our behalf in relation to accepting the Offer Shares in this Open Offer.

I/We confirm that I/we am/are in compliance with the terms of the Open Offer set out in the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and the Letter of Offer.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer, to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in shares or securities.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, including but not limited to Section 281 of the Income Tax Act. I/We confirm that no notice has been issued by the income tax authorities impacting the rights to transfer the shares.

I/We note and understand that the Offer Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirer make payment of consideration as mentioned in the Letter of Offer, or the date by which other documents are dispatched to the Public Shareholders, as the case may be.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the income arising from tendering of the Offer Shares, I/We will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I/We authorize the Acquirer to acquire all the Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it/they may decide to accept, in consultation with the Manager to the Offer, and in terms of the Letter of Offer.

I/We authorize the Acquirer and the Registrar to the Offer to return to me/us by registered post or ordinary post, unaccepted documents, if any, at my/our sole risk, without specifying the reasons thereof.

I/We, confirm that our residential status for the purposes of tax is:

Resident Non-resident, if yes please state country of tax residency: _____

(If none of the above box is ticked, the residential status of the Public Shareholder will be considered as non-resident, for withholding tax purposes).

I/We, confirm that my/our status as a shareholder is: *(Please tick whichever is applicable)*

<input type="checkbox"/> Individual	<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others
<input type="checkbox"/> QFI	<input type="checkbox"/> FVCI	<input type="checkbox"/> Partnership/Proprietorship firm/LLP	<input type="checkbox"/> Private Equity Fund/AIF	<input type="checkbox"/> Pension/Provident Fund
<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non-repatriable
<input type="checkbox"/> Insurance Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Banks	<input type="checkbox"/> Association of person/Body of Individual
<input type="checkbox"/> Any others, please specify:	_____			
<input type="checkbox"/>				

FOR NRIs/OCBs/FIIs, FPIs AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS:

I/We, confirm that my/our investment status is: *(Please provide supporting documents and tick whichever is applicable)*

- FDI Route
 PIS Route
 Any other - please specify _____

I/We, confirm that the Offer Shares tendered by me/us are held on: *(Please tick whichever is applicable)*

- Repatriable basis
- Non-Repatriable basis

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under the general permission of the RBI
- Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer
- Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith

-----**Tear along this line**-----

All future correspondence, if any, should be addressed to the respective Selling Broker, or the Registrar to the Offer at:

Purva Shareregistry (India) Private Limited
Unit: OneSource Ideas Venture Limited - Open Offer
Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate
J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India;
Tel. No.: +91 22 2301 2518 / 8261; Fax No.: Not Available
E-mail: support@purvashare.com ; Contact Person: Deepali Dhuri

Additional confirmations and enclosures for all Public Shareholders, as applicable:

I/We, have enclosed the following documents: *(Please tick whichever is applicable)*

- Self-attested copy of PAN card
- Self-declaration form in Form 15G/Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)
- Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum-Acknowledgement
- Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- For Mutual funds/Banks/Notified Institutions under Section 194A(3)(iii) of the Income Tax Act, attested copy of relevant registration or notification
- Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- SEBI Registration Certificate for FIIs/FPIs (mandatory to be submitted by FIIs/FPIs).
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he/it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- NOC/Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate/NIL rate on income from sale of shares and interest income, if any, wherever applicable
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
- Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction
- Other relevant documents (Please specify) _____

BANK DETAILS

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments.

Yours faithfully, Signed and Delivered,

	Full name(s) of the holder	PAN	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed, and certified copies of the necessary Board resolutions/Corporate authorizations should be attached.

Place: _____ Date: _____

-----Tear along this line -----

Acknowledgement Slip –OneSource Ideas Venture Limited - Open Offer

Received from Mr./Ms./M/s. _____

Address: _____

Form of Acceptance-cum-Acknowledgement for OneSource Ideas Venture Limited – Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. _____ for _____ Equity Shares

Date of Receipt: _____ Place of Receipt: _____

Stamp of Selling Broker: _____ Signature of Official: _____

INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated January 01, 2022

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRER, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI LODR REGULATIONS AND SEBI PR 49/2018 DATED 3 DECEMBER 2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALIZED FORM WITH A DEPOSITORY W.E.F. 1 APRIL 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED 31 JULY 2020, SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM ARE ALLOWED TO TENDER SHARES IN AN OPEN OFFER. SUCH TENDERING SHALL BE AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**
5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
 - a) Original share certificate(s)
 - b) Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
 - c) Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)
 - d) This Form - for Public Shareholders holding Equity Shares in physical mode, duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
 - f) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.

Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.

6. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgment with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).
9. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer : i.e. Purva Shareregistry (India) Private Limited within 2 (two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is **Monday, January 31, 2022** (by 5.00 p.m.(IST)), at the following address: Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India.
10. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc
11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the offer.

12. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
13. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in Section VIII (*Procedure for Acceptance and Settlement of the Offer*).
15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI (www.sebi.gov.in), the Registrar to the Offer (www.purvashare.com), the Manager to the Offer (www.saffronadvisor.com), BSE (www.bseindia.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.
16. All the Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
17. All the Public Shareholders are advised to refer to Section VIII (*Note on Taxation*) in the Letter of Offer. However, it may be noted that Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances, as the details provided in Section VIII (*Note on Taxation*), as referred to above, are indicative and for guidance purposes only.
18. All documents/remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
19. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
20. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
21. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Section VIII (*Procedure for Acceptance and Settlement of the Offer*).
22. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Public Shareholders may download the same from the SEBI website (www.sebi.gov.in), or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares. The Letter of Offer will also be available on the website of the, the Registrar to the Offer (www.purvashare.com), the Manager to the Offer (www.saffronadvisor.com), BSE (www.bseindia.com).
23. The Tender Form and TRS in case of shares held in dematerialized form are not required to be submitted to the Acquirer, the Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill the Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Holders of Equity Shares under lock-in will be required to fill the Form of Acceptance-cum-Acknowledgment.
24. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
25. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments.
26. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.
27. For resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G/Form 15H (in duplicate), if applicable
- For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);

28. For non-resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest
- Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement
- Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
- Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirer.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LETTER OF OFFER.

All future correspondence, if any, should be addressed to the respective Selling Broker, or to the Registrar to the Offer at the following address:



Purva Shareregistry (India) Private Limited
 Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate
 J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011,
 Maharashtra, India; Tel: +91 22 2301 2518 / 8261
 Fax: Not Available; Email: support@purvashare.com
 Website: www.purvashare.com
 Investor grievance email: support@purvashare.com
 Contact person: Deepali Dhuri