

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

# **ONESOURCE TECHMEDIA LIMITED**

[Corporate Identification Number: L72900TN2008PLC067982]

UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (“TAKEOVER REGULATIONS”)

OPEN OFFER (“OFFER”) FOR ACQUISITION OF UP TO 25,97,000 (TWENTY FIVE LAKHS NINETY SEVEN THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”), REPRESENTING 40% OF THE TOTAL SHARE CAPITAL OF ONESOURCE TECHMEDIA LIMITED (“TARGET COMPANY”) ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER (“VOTING SHARE CAPITAL”), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF RS. 14/- PER EQUITY SHARE BY MR. JOSE CHARLES MARTIN, (‘ACQUIRER’).

THIS PUBLIC ANNOUNCEMENT (“PA”) IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED (“MANAGER TO THE OFFER”), FOR AND ON BEHALF OF THE ACQUIRER TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS READ WITH REGULATION 15(1) OF THE TAKEOVER REGULATIONS.

## 1) OFFER DETAILS

1.1 **Offer Size:** The Acquirer hereby makes this Open Offer to all the Public Shareholders of the Target Company, other than the Acquirer and Promoter of the Target Company, to acquire up to **25,97,000** (Twenty Five Lakhs Ninety Seven Thousand Only ) fully paid equity shares of the Target Company, of face value of Rs. **10/-** each (each an “**Offer Share**”) representing **40%** (Forty per cent) of the Voting Share Capital (**64,92,500** Equity Shares being the total paid up capital of the Target Company as of the 10<sup>th</sup> working day from the closure of the tendering period), at a price of Rs. **14/-** (Indian Rupees Fourteen only) per Offer Share (“**Offer Price**”) aggregating to Rs. **3,63,58,000** (Indian Rupees Three Crores Sixty Three Lakhs Fifty Eight Thousand Only),(the “**Offer Size**”), subject to the terms and conditions mentioned in this Public Announcement (“PA”), the Detailed Public Statement (“DPS”) and the Letter of Offer (“LOF”) that may be issued in accordance with the Takeover Regulations.

1.2 **Offer Price/ Consideration:** Rs. **14/-** per Offer Share of face value of Rs. 10 each, is calculated in accordance with Regulation 8 of the Takeover Regulations, aggregating to a consideration of Rs. **3,63,58,000** (Indian Rupees Three Crores Sixty Three Lakhs Fifty Eight Thousand Only), assuming full acceptance in the Open Offer.

1.3 **Mode of payment:** The Offer Price will be paid in cash, in accordance with the provisions of Regulations 9(1)(a) of the Takeover Regulations.

1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations.

1.5 There are no Persons Acting in Concert.

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

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for shares /VRs acquired (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital.			
<b>NOT APPLICABLE</b>						

*Note: The current promoter of Target Company Mr. Usman Faheed shall continue to be the promoter of the Target Company. Mr. Usman Faheed vide letter dated February 16, 2018 has agreed to take the Acquirer as Co- Promoter of the Target Company subject to receipt of all necessary approvals and Acquirer completing the Open Offer formalities.*

3) **ACQUIRERS/PAC**

Details	Acquirer	Total
Name of Acquirer/PAC(s)	Mr. Jose Charles Martin	1
Address/Registered Office	126/127, Triplicane High Road, Triplicane Chennai, Tiruvallikkeni S.O, Chennai, Tamil Nadu- 600005	-
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/PAC are companies	Not Applicable	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	Not Applicable	-
Pre Transaction shareholding <ul style="list-style-type: none"> <li>• Number</li> <li>• % of total share capital</li> </ul>	NIL	NIL
Proposed shareholding after the acquisition of shares which triggered the	<b>25,97,000</b> Equity Shares representing 40%	<b>25,97,000</b> Equity Shares

<b>Details</b>	<b>Acquirer</b>	<b>Total</b>
Open Offer	of the total paid up capital.	representing 40% of the total paid up capital.
Any other interest in the TC	NIL	NIL

4) **DETAILS OF SELLING SHAREHOLDER : NOT APPLICABLE**

5) **TARGET COMPANY**

5.1 **Name:** Onesource Techmedia Limited

5.2 **Corporate Identification Number:** L72900TN2008PLC067982

5.3 **Registered Office:** 33/1, Wallajah Road, Chepauk, Chennai- 600002, Tamil Nadu, India

5.4 **Exchanges where listed:** SME Platform of BSE Limited; Scrip Code: 535647

6) **OTHER DETAILS**

6.1 The details of the open offer would be published in the newspapers vide a Detailed Public Statement (“**DPS**”) on or before February 28, 2018, 2018 in compliance with Regulation 13(4) of the Takeover Regulations.

6.2 The Acquirer undertakes that he is fully aware of and will comply with his obligations, laid down in the Takeover Regulations and that he has adequate financial resources to meet his obligations in relation to the Offer.

6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and is not a competitive bid in terms of Regulation 20 of the Takeover Regulations.

6.4 Completion of the Offer is subject to receipt of statutory approvals required, if any

**ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER**



**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED**

*[Corporate Identification Number: U67120MH2007PTC166711]*

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**Website:** [www.saffronadvisor.com](http://www.saffronadvisor.com); **Investor grievance:** [investorgrievance@saffronadvisor.com](mailto:investorgrievance@saffronadvisor.com);

**SEBI Registration Number:** INM 000011211; **Validity of Registration:** Permanent; **Contact Person:** Amit Wagle/ Shikha Jain

**ACQUIRER**

**Jose Charles Martin**

**Address:** 126/127, Triplicane High Road, Triplicane Chennai, Tiruvallikkeni S.O, Chennai, Tamil Nadu- 600005

Email: [md@mandc.in](mailto:md@mandc.in)

Sd/-

*(Signed by Mr. Ramachandran, for and on behalf of the Acquirer, holding Specific Power of Attorney dated December 27, 2017)*

**Place:** Chennai

**Date:** February 20, 2018