

DRAFT LETTER OF OFFER (“DLOF”)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as Equity Shareholder(s) of Onesource Techmedia 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 herein below) or the Registrar to the Offer as defined herein below. In the event you have sold your Equity Shares in the Target Company, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, and the transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

MR. Jose Charles Martin (“Acquirer”)

Address:- 126/127, Triplicane High Road, Triplicane, Tiruvallikkeni S.O, Chennai, Tamil Nadu- 600005;
Tel: +91 422 2649001, **Email:** md@mandc.in

To the Shareholder(s) of

ONESOURCE TECHMEDIA LIMITED (“Target Company”)

Registered Office: 33/1, Wallajah Road, Chepauk Chennai- 600002, Tamil Nadu, India
Tel: +9144 66882222; **Email:** info@ostindia.org;
Website: www.ostml.com.

Corporate Identification Number: L72900TN2008PLC067982

To acquire upto **25,97,000** (Twenty Five Lacs Ninety Seven Thousand Only) Equity Shares of the face value of Rs. 10 each (“**Offer Shares**”), representing **40%** of the total Voting Share Capital of the 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.

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**Takeover Regulations**”).
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of Takeover Regulations.
3. This Open Offer is not a competing offer in terms of regulation 20 of the Takeover Regulations.
4. **There has been no competing offer as on the date of this Draft Letter of Offer.**
5. The Offer is subject to receipt for approvals as more particularly set out in paragraph VII (B) of this Draft Letter of offer. 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 or the number of Shares sought to be acquired under the Open Offer by the Acquirer, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Thursday, April 12, 2018, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI’s website: www.sebi.gov.in.

	
<p>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, Sixth Floor, Centre Point, J .B. Nagar, Andheri (East), Mumbai - 400 059, India Tel. No.: +91 22 4082 0917 Fax No.: +91 22 4082 0999 Email id: openoffers@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com SEBI Registration Number: INM000011211 Validity: Permanent Contact Person: Amit Wagle/ Shikha Jain</p>	<p>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011 Tel. No.: + 91 22 2301 6761 / 8261 Fax No.: +91 22 2301 2517 E-mail: busicomp@vsnl.com Website: www.purvashare.com SEBI Registration Number: INR000001112 Validity: Permanent Contact Person: Rajesh Shah</p>

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Public Announcement (PA)	Tuesday, February 20, 2018
Publication of DPS in the newspapers	Tuesday, February 27, 2018
Filing of the draft letter of offer with SEBI	Wednesday, March 7, 2018
Last date for a competitive bid	Wednesday, March 21, 2018
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, March 28, 2018
Identified Date*	Tuesday, April 3, 2018
Letter of Offer to be dispatched to shareholders	Tuesday, April 10, 2018
Last date for revising the Offer price/ number of shares	Thursday, April 12, 2018
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Friday, April 13, 2018
Date of publication of Offer Opening Public Announcement	Monday, April 16, 2018
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, April 17, 2018
Date of Expiry of Tendering Period (Offer Closing Date)	Wednesday, May 02, 2018
Last Date for completion of all requirements including payment of consideration	Wednesday, May 16, 2018

** Identified Date is only for the purpose of determining the names of the Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirer and Promoter group members of Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

RISK FACTORS

I. RISK FACTORS RELATING TO THE TRANSACTION

The Offer is subject to receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer.

To the best of the knowledge and belief of the Acquirer, other than the approvals set out in paragraph VII (B) of this Draft Letter of Offer. 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 being required 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 Takeover 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 Closure of 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 Takeover Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

In terms of and in accordance with Regulation 23(1) of the Takeover Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirer, the Open Offer would stand withdrawn. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the Takeover Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.

If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

II. RISK RELATING TO THE OFFER

This Open Offer is an offer to acquire not more than 40% of the Voting Share Capital of the Target Company from the Eligible Shareholders. In the case of Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Eligible 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 his 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 Draft Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity 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 Takeover 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 Equity 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 Equity 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 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 Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft 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 Draft 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.

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.

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 a Shareholder. The 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.

INDEX

<i>Sr. No.</i>	<i>Description</i>	<i>Page No.</i>
1.	Key Definitions	06
2.	Disclaimer Clause	08
3.	Details of the Offer	09
4.	Object of the Acquisition/Offer	11
5.	Background of the Acquirer	12
6.	Background of the Target Company	14
7.	Terms & Conditions of the Offer	21
8.	Procedure for Acceptance and Settlement of the Offer	23
9.	Documents for Inspection	27
10.	Declaration by the Acquirer	28
11.	Form of Acceptance-cum-Acknowledgement	-

I. KEY DEFINITIONS

Acquirer	Mr. Jose Charles Martin aged 29 years, S/o Mr. Santhiyagu Martin is residing at 126/127, Triplicane High Road, Triplicane, Tiruvallikkeni S.O, Chennai, Tamil Nadu- 600005
Board of Directors	Board of directors of the Target company
BSE	BSE 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.
Depositories	CDSL and NSDL
Detailed Public Statement/ DPS	Detailed Public Statement dated February 26, 2018, 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 Tarun Bharat (Marathi) and Makkal Kural (Registered Office) on February 27, 2018 in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the Takeover Regulations.
DP	Depository participant
DTAA	Double Taxation Avoidance Agreement
Equity Share(s)/ Share(s)	The fully paid up equity share(s) of the Target Company having a face value of Rs. 10 (Rupees ten) per equity share
Equity Share Capital / Voting Share Capital	The Issued, Subscribed and paid up Share Capital of the Target Company is Rs. 649.25 Lacs comprising of 6492500 Equity Shares of Rs. 10 each.
Escrow Agreement	Escrow Agreement entered between the Acquirer, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	HDFC 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
FIPB	Foreign Investment Promotion Board
Form of Acceptance-cum-Acknowledgment	Form of Acceptance-cum-Acknowledgement attached to this Draft Letter of Offer
Identified Date	Tuesday, April 03, 2018, i.e., the date falling on the 10th (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, duly incorporating SEBI's comments on the Draft Letter of Offer, including the Form of Acceptance-cum-Acknowledgement
LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Manager to the Offer	Saffron Capital Advisors Private 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	The Offer being made by the Acquirer for acquiring upto 25,97,000 (Twenty Five Lacs Ninety Seven Thousand Only) Equity Shares representing 40% of the Voting Share Capital, from the Public Shareholders at the Offer Price payable in cash

Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is Rs. 3,63,58,000 (Rupees Three Crores Sixty Three Lacs Fifty Eight Thousand only)
Offer Period	Period commencing from February 20, 2018 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	Rs. 14/- (Rupees Fourteen Only) per Equity Share
Offer Size	Up to 25,97,000 (Twenty Five Lacs Ninety Seven Thousand Only) Equity Shares representing 40% of the Voting Share Capital
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirer on February 21, 2018 in accordance with Takeover Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Purva Share Registry (India) Private Limited
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	SEBI Act, 1992, as amended
Stock Exchange	BSE Limited
Target Company	Onesource Techmedia Limited having its registered office at 33/1, Wallajah Road, Chepauk, Chennai- 600002, Tamil Nadu, India
Tendering Period	Tuesday, April 17, 2018 to Wednesday, May 02, 2018
Voting Share Capital	The Issued, Subscribed and Paid Up Equity Share Capital of the Target Company is 649.25 Lacs comprising of 6492500 Equity Shares of face value ₹ 10 each
Working Day	Working days of SEBI

II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT 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 DRAFT 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 REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ONESOURCE TECHMEDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT 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 DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 01, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS DRAFT 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 OFFER.”

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirer in compliance with Regulations 3(1) and 4 of and other applicable provisions of the Takeover Regulations, to acquire up to 25,97,000 (Twenty Five Lacs Ninety Seven Thousand Only) equity shares of face value ₹ 10/- (Rupees Ten only) each, representing 40% of the total Voting Share Capital of the Target Company from the Public Shareholders.
2. The Current Promoter of the Target Company will continue to be the Promoter of the Target Company and after successful completion of the Open Offer and receipt of all approvals from the regulatory authorities, as may be applicable, the Acquirer shall also become the part of promoter group. The Current Promoter vide his letter dated February 02, 2018 has given his No Objection to the Offer and has undertaken to induct the Acquirer as Co- Promoter of the Target Company along with all the rights and responsibilities assigned thereof.
3. The Acquirer hereby makes this Offer to shareholders of the Target Company, other than the Acquirer and Current Promoter (“**Equity Shareholders**”) to acquire Offer Shares, representing in aggregate 40 % of the total Share Capital of the Target Company at a price of Rs.14/- (Rupees Fourteen only) per fully paid up equity share (“**Offer Price**”) payable in cash subject to the terms and conditions mentioned in the PA and in the Letter of Offer that will be circulated to the shareholders in accordance with the Takeover Regulations (“**Letter of Offer**”).
4. The object of the acquisition is substantial control over the Management of the Target Company.
5. The Offer Price is payable in cash, in accordance with Regulation 9 (1) of the Takeover Regulations.
6. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
7. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal
8. The Acquirer confirms that he is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
9. Mr. Usman Faheed (“Current Promoter”) of Target Company currently holds 19,71,200 Equity Shares representing 30.36% of the Voting Share Capital of the Target Company. The Current Promoter has not entered into any agreement with the Acquirer for selling his shareholding. Further, the Current Promoter vide his letter dated February 02, 2018 has given his No Objection to the Offer and has undertaken to induct the Acquirer as Co- Promoter of the Target Company along with all the rights and responsibilities assigned thereof
10. 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 Friday, April 13, 2018.

B) Details of the proposed Offer:

1. The Public Announcement announcing the Open offer, under Regulation 3(1) and Regulation 4 was made on February 21, 2018 to BSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office.
2. The Acquirer has published the DPS on Tuesday, February 27, 2018, which appeared in the following newspapers:

<u>Sl. no.</u>	<u>Newspapers</u>	<u>Language</u>	<u>Editions</u>
1	Financial Express	English	All Editions
2	Jansatta	Hindi	All Editions
3	Mumbai Tarun Bharat	Marathi	Mumbai
4	Makkal Kural	Tamil	Registered office of Target Company

A copy of the DPS is also available on the SEBI’s website: www.sebi.gov.in

3. Pursuant to the Open Offer, the Acquirer proposes to acquire **25,97,000** Equity Shares representing **40%** of the total paid-up voting Equity Share Capital of the Target Company, as of the tenth (10th) working day from the closure of the tendering period, at the Open Offer Price of Rs. **14/-** (Rupees Fourteen only) per Equity Share, to be paid in cash, in accordance with the Takeover Regulations and subject to the terms and conditions set out in the DPS and this Draft Letter of Offer.
4. The Offer is being made to all the Shareholders of the Target Company (other than the Current Promoter and Acquirer). All Equity Shares validly tendered in the Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this Draft Letter of Offer. The Equity Shares to be acquired under the Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
5. The Acquirer has deposited 100% of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulation 22(2) of the Takeover Regulations. Accordingly, the Acquirer intends to obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS. Further, in accordance with Regulation 24(1) of the Takeover Regulations, the Acquirer may make changes to the current board of directors of the Target Company by appointing either himself and/or his nominees to represent him.
6. There are no partly paid-up Shares in the Target Company.
7. The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
8. The Manager to the Offer does not hold any Equity Shares as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
9. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the Takeover Regulations.
10. As on the date of this Draft Letter of Offer, the Acquirer does not hold any Equity Shares of the Target Company.
11. The Acquirer has confirmed that he has not acquired any Equity Shares of Target Company after the date of PA i.e. February 20, 2018, and up to the date of this Draft Letter of Offer.
12. In the event that the Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, the acquisition of Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph VIII of this Draft Letter of Offer.
13. There are no Persons Acting in Concert with the Acquirer in the Open Offer.
14. The acquisition of 40% of the Voting Share Capital under this Offer will not result in the public shareholding in the Target Company falling below the level required for continuous listing. To the extent the post-Offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto (the "SCRR"), the Acquirer undertakes to reduce his shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and the SEBI LODR Regulations.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirer may continue to support the existing business of the Target Company. However, in case the Acquirer intends to build new business it shall be subject to the prior approval of the Shareholders
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 in terms of Regulation 25 (2) of Takeover Regulations.
3. The object of the acquisition is substantial control over the Management of the Target Company.

V. BACKGROUND OF THE ACQUIRER

A. Mr. Jose Charles Martin (“Acquirer”)

- (a) Jose Charles Martin aged 29 years, S/o Mr. Santhiyagu Martin is residing at 126/127, Triplicane High Road, Triplicane, Tiruvallikkeni S.O, Chennai, Tamil Nadu- 600005; **Tel:** +91 422 2649001; Email: md@mandc.in.
- (b) The Acquirer belongs to Martin Group and has an experience of 5 years in the field of property development, building construction and hotel management. He has successfully launched SS Music Channel. Further he looks after the overall management and promotion of SS Sports.
- (c) Acquirer is holding a Permanent Account Number- AGUPC1416C
- (d) The details of the ventures promoted/controlled/managed by the Acquirer is given hereunder:

<i>Sr. No.</i>	<i>Name of the Entities</i>	<i>Nature of Interest</i>
1.	M and C Property Development Private Limited	Managing Director
2.	Martin Elite Promoters Private Limited	Director
3.	Martin Landscape Private Limited	Director
4.	L and C Media Private Limited	Director
5.	Charles Luxury Villas Private Limited	Director
6.	Charles Housing Private Limited	Director
7.	Hall Marc Techno Park Private Limited	Director
8.	Priana Enterprises India Private Limited	Director
9.	Martin Plaza Private Limited	Director
10.	Martin Shelters Private Limited	Director
11.	Martin Agro Farm Private Limited	Director
12.	Martin Skyscrapers Private Limited	Director
13.	Charles Real Estates Private Limited	Director
14.	Daison Constructions (India) Private Limited	Director
15.	Leemartin Beach Resorts Private Limited	Director
16.	Magnetic Realcon LLP	Designated Partner
17.	L and C Entertainment LLP	Designated Partner

(Source: www.mca.com).

- (e) None of the entities mentioned under point d above are participating or interested or acting in concert with the Acquirer in this Open Offer.
- (f) Except as mentioned under point d above, Acquirer confirms that he does not hold directorships in any company, including a listed company.
- (g) The Networth of Acquirer as on January 31, 2018 is Rs. 134.80 Crores (Rupees One Hundred Thirty Four Crores and Eighty Lacs only) and the same is certified by Mr. C. L Raveendhar, Proprietor of C. L Raveendhar & Co., Chartered Accountant (*Membership No.* 026229 ; *FRN No.*011093S) having office at CLR Greenfield Centre, No. 70/4, RR Layout, RS Puram, Coimbatore- 641002; Email id: claudit@gmail.com, *vide* certificate dated February 15, 2018.
- (h) 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 (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (i) Acquirer undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.
- (j) There is no Person Acting in Concert (“PAC”) along with Acquirer.
- (k) Acquirer confirms that currently there are no pending litigations pertaining to securities market where he is made party to.

- (l) Acquirer confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (m) Acquirer has confirmed that he is not categorized as a “willful defaulter” in terms of regulation 2(1) (ze) of the Takeover Regulations.
- (n) He does not hold any equity shares of the Target Company as on the date of this Draft Letter of Offer. Hence compliance with Chapter V of the Takeover Regulations is not applicable.

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. Onesource Techmedia Limited was incorporated on May 30, 2008 under the Companies Act 1956. The registered office of the Target Company is situated at 33/1, Wallajah Road, Chepauk, Chennai- 600002, Tamil Nadu, India; Tel: +9144 66882222; Email: info@ostindia.org; Website: www.ostml.com.
2. Corporate Identification Number of the Target Company is L72900TN2008PLC067982. (Source: www.mca.gov.in)
3. The main object of the Target Company as per its Memorandum of Association inter-alia includes:-
 - To carry on the business pertaining to or connected with and involving development of system software, application software, enterprise resource planning, internet net linking any other computer software, for scientific, mathematical, statistical, engineering, educational, entertainment, statutory, financial, commercial and business applications, database management, software techniques, data capture, data logging, data preparation, computer graphics, plotting and charting, software, simulation and modeling, promote software development in any area including communication and information technology in India or in any part of the world.
 - To develop, design, search, renovate, amend, modify, buy, sell, import, export and deal in all types of computer software, programs, systems (including networking, design and implementation), solutions, hardware, peripherals and to carry on the business of developing websites, solutions, electronic commerce, known as E-commerce, electronic mail, internet and other value added services.
 - To acquire, set up, establish, own and run schools, colleges, training centers and professional institutions for imparting educational knowledge and training on electronic data processing, computer, software, solutions and hardware and in all other educational fields relating to electronics, to provide career guidance & counselling and to provide consultancy and data processing services,
 - To carry on the business of producing, buying, selling, trading, and exporting programmes for television, satellite. Cable, television, radio programmes and to establish links via satellites, down links and uplink from TCRO'S reception systems and also to establish, maintain and manage, television and or radio centers studio / channels and for production of serials and export / sale thereof.
 - To carry on the business or businesses of land as manufacture producer, buyer, seller, assembler, agents, importers, exporters, dealer of otherwise in Radio, television sets, gramophones, loud speakers, sound recorders, audio cassettes projector films television serials, films, records and all instruments, machines and apparatus for or in connection with the recording, reproduction and transmission of pictures, sound, movement or music by wireless or by mechanical, electrical or any other method means or process and all component parts, accessories articles and fittings required for final purpose, and as all types electrical/electronic musical equipment.
 - To carry on generation of power by wind, solar, hydro, thermal, bio-mass/biofuels, co-generation, ocean energy, geo-thermal or any other form by which energy/power can be produced and to install power plants, domestic or public for lighting, heating, cooling or cooking purposes, lighters, plants, producing water, chemicals or fuels pesticide, defence or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes.
4. The Authorized Share Capital of the Target Company is Rs. 750 Lacs comprising of 75 Lacs Equity Shares of face value Rs. 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is Rs. 649.25 Lacs comprising of 64.925 Lacs Equity Shares of face value Rs. 10 each. (Source: www.mca.gov.in).
5. Current Promoter had entered into an Share Purchase Agreement dated May 29, 2015 ("SPA") with S K B Finance Limited ("Erstwhile Promoter") for acquisition of 17,71,200 Equity Shares of face value Rs. 10/- each for cash representing 27.28% of the Voting Share Capital of the Target Company at a price of Rs. 5.75 along with management control in the Target Company. The

Current Promoter made an open offer to the then public shareholders of the Target Company which completed on November 17, 2015. The said SPA was to be consummated within 26 weeks from the expiry of offer period. Current Promoter did not consummate the SPA within 26 weeks from the expiry of offer period. SEBI may take appropriate action against the Current Promoter for the delayed compliance.

6. 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.
7. The equity shares of the Target Company are currently listed on SME platform of BSE Limited ("BSE") (Scrip Code: 535647) (Source: www.bseindia.com)
8. The equity shares of the Target Company are not frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. (Source: www.bseindia.com).
9. Target Company confirms that there are no listing fees arrears payable to BSE.
10. Target Company confirms that the trading in the Equity Shares of the Target Company was never suspended on BSE.
11. There has been no change in the name of the Target Company during the last three years.
12. Target Company made its maiden public issue of 20,00,000 equity shares at a price of Rs. 14/- per equity share aggregating to Rs. 280 Lacs and was listed on SME Platform of BSE in the year 2013. (Source: Prospectus dated May 04, 2013)
13. There are no Equity Shares that are not listed on the Stock Exchange. (Source: www.bseindia.com)
14. **The capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

<i>Issued and Paid-up Equity Share Capital</i>	<i>Number of Equity Shares (Face Value - Rs. 10/-)/Voting Rights</i>	<i>Percentage of Equity Shares/Voting Rights</i>
Fully paid-up equity shares	64,92,500	100%
Partly paid-up equity shares		
Total paid-up equity shares		

15. Target Company confirms that it is in compliance with various clauses of SEBI LODR Regulations, 2015.
16. There have been certain delayed compliances in relation to the applicable provisions of Chapter V, Regulations 10(6) and 10(7) of the Takeover Regulations by the Promoter and Promoter Group of the Target Company. SEBI may take appropriate action against the Promoter and Promoter Group for these delayed compliances.
17. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

<i>Sr. No.</i>	<i>Name, Age and Address</i>	<i>Designation</i>	<i>DIN</i>	<i>Date of Appointment</i>
1.	Fayaz Usman Faheed Age: 36 years Address: No.71, First Avenue, First Cross Street,, Vettuvnkeni, ECR Road,, Chennai, 600041, Tamil Nadu, India	Managing Director	00252610	February 21, 2018
2.	Baskaran Sathya Prakash Age: 41 years Address: Kannagam, 22 Thilagar	Independent Director	01786634	May 30, 2008

<i>Sr. No.</i>	<i>Name, Age and Address</i>	<i>Designation</i>	<i>DIN</i>	<i>Date of Appointment</i>
	Street, R S Puram,, Coimbatore, 641002, Tamil Nadu, India			
3.	Vasudevan Sridharan Age: 54 years Address: New No.E7/3, Government Staff Quaters, Aynavaram, Chennai, 600023, Tamil Nadu, India	Independent Director	05138873	November 10, 2014
4.	Samia Faheed Age: 31 years Address: T-2, 3rd Floor, Subhagraha Apartments, Ganesha Puram, 2nd Street, Teynampet Chennai- 600018, Tamil Nadu, India.	Non- Executive Director	02967081	February 21, 2018

18. No merger / demerger / spin off have taken place in the Target Company during the last three years.

19. None of the directors of the Target Company represent the Acquirer

20. 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, 2017, March 31, 2016 and March 31, 2015 and the unaudited standalone financials for the six month period ended September 30, 2017 are as follows:

(Amount Rs. In lacs)

<i>Profit & Loss Statement</i>	<i>For the period ended September 30, 2018</i>	<i>For the year ended March 31,</i>		
		<i>2017</i>	<i>2016</i>	<i>2015</i>
Total Income	295.61	421.74	144.02	40.35
Total Expenditure excluding Depreciation & Interest	136.31	307.18	126.28	29.31
Profit Before Depreciation Interest and Tax	159.30	114.56	17.74	11.04
Depreciation	134.83	96.52	66.58	1.58
Interest	15.96	5.53	0.68	1.65
Profit Before Tax	8.51	12.51	(49.52)	7.81
Tax Expense	-	-	1.50	2.45
Profit After Tax	8.51	12.51	(51.02)	5.36
<i>Balance Sheet Statement</i>	<i>For the period ended September 30, 2018</i>	<i>For the year ended March 31,</i>		
		<i>2017</i>	<i>2016</i>	<i>2015</i>
Paid up share capital	649.25	649.25	649.25	649.25
Reserves and Surplus	241.80	233.29	220.78	271.24
Networth	891.05	882.54	870.03	920.49
Long Term Borrowings	1,366.97	936.09	560.28	-
Long-term provisions	-	-	-	-
Deferred Tax Liabilities	1.38	1.37	1.37	-
Other long Term Liabilities	372.5	338.00	120.50	-
Trade Payables	31.19	56.52	9.62	0.91

Short-term borrowings	-	-	-	126.30
Short-term provisions	-	19.41	-	2.62
Other Current Liabilities	47.72	-	9.82	-
Total Liabilities	2,710.81	2,233.93	1,571.62	1,050.32
Net fixed assets	1,416.67	1,253.19	547.97	6.05
Non-current investments	363.27	394.18	359.38	357.38
Long Term Loans & Advances	103.97	103.96	103.97	159.21
Other Assets	26.48	26.48	30.56	34.64
Deferred Tax Asset	-	-	-	0.13
Inventories	48.93	51.33	1.64	-
Trade Receivables	210.21	84.61	43.45	16.75
Cash and Bank Balances	29.95	15.69	12.65	69.78
Short Term Loans and Advances	499.47	293.34	466.82	401.52
Other current assets	11.86	11.25	5.18	4.85
Total Assets	2,710.81	2,234.03	1,571.62	1,050.31
Other Financial Data	For the period ended September 30, 2018	For the year ended March 31,		
		2017	2016	2015
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	0.13	0.19	(0.79)	0.08
*Return on Net worth (%)	0.96%	1.44%	(5.54)%	0.59%
Book Value per share (Rs.)	13.72	13.59	13.40	14.18

(*On the basis of Opening Networth)

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

Shareholders' Category	Shareholding & voting rights prior to the acquisition (SPA) and Open Offer		Equity Shares/voting rights agreed to be acquired which has triggered the Regulations		Equity Shares/voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the SPA and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter/promoter group								
a. Parties to agreement, if any	-	-	-	-	-	-	-	-
b. Promoters other than (a) above	19,71,200	30.36	-	-	-	-	\$ 19,71,200	30.36
Total (1)	19,71,200	30.36	-	-	-	-	19,71,200	30.36
(2) Acquirer	-	-	-	-	25,97,000	40.00	25,97,000	40.00
(3) Parties to Agreements other than (1) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirer)	45,21,300	69.64	-	-	-	-	19,24,300	29.64
Total (4)	45,21,300	69.64	-	-	25,97,000	40.00	19,24,300	29.64
Grand Total (1+2+3+4)	64,92,500	100	-	-	25,97,000	40.00	64,92,500	100

\$ The Current Promoter of the Target Company will continue to be the Promoter of the Target Company and after successful completion of the Open Offer and receipt of all approvals from the regulatory authorities, as may be applicable, the Acquirer shall also become the part of promoter group. The Current Promoter vide his letter dated February 02, 2018 has given his No Objection to the Offer and has undertaken to induct the Acquirer as Co- Promoter of the Target Company along with all the rights and responsibilities assigned thereof.

22. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A) JUSTIFICATION FOR THE OFFER PRICE

- The equity shares of the Target Company are listed on SME platform of BSE only.
- The annualized trading turnover in the equity shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (February 01, 2017 to January 31, 2018) 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	2,90,000	6492500	4.47%

(Source: www.bseindia.com)

3. Based on the information provided in point above, the equity 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, 2011.
4. The Offer Price of Rs. **14/-** (Rupees Fourteen only) is justified in terms of regulation 8 of the SEBI (SAST) Regulations, 2011, **being the highest of the following:**

a)	Highest negotiated price per share for acquisition under the the agreement attracting the obligations to make a public announcement for the offer;	Not Applicable
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.	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	#Rs.11.28
	Other Financial Parameters as at March 31, 2017	
	Return on Networth (%)	1.42
	Book Value per share (₹)	13.59
	Earnings per share (Diluted) (₹)	0.19

#Mr. C. L Raveendhar, Proprietor of C. L Raveendhar & Co., Chartered Accountant (Membership No. 026229; FRN No.011093S) having office at CLR Greenfield Centre, No. 70/4, RR Layout, RS Puram, Coimbatore- 641002; Email id: clraudat@gmail.com, vide certificate dated February 15, 2018, has certified that he has in terms of Supreme Court decision in the case of Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30), considered the (i) Net Assets Value (“NAV”) Method and (ii) Market Price Method and accorded weights of 2 and 1 respectively to the values arrived at under each methodology for the purpose of arriving at the fair value for the Shares of the Target Company. As per the certification given, the Fair Value has been arrived at Rs. 11.28 per Equity Share

The Open Offer is being made at a price of ₹ 14 which is higher of the Fair Market Valuation arrived, hence, justified.

5. In view of the above parameters considered and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. **14/-** per equity share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.
6. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Draft Letter of Offer.
8. 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 three working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph V(4) of the DPS; (ii) make a public announcement in the same newspapers in which the 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 requirements to meet this Offer is Rs. 3,63,58,000 (Rupees Three Crores Sixty Three Lacs Fifty Eight Thousand only).
2. The Networth of Acquirer as on January 31, 2018 is Rs. 134.80 Crores (Rupees One Hundred Thirty Four Crores and Eighty Lacs only) and the same is certified by Mr. C. L Raveendhar, Proprietor of C. L Raveendhar & Co., Chartered Accountant (*Membership No.* 026229; *FRN No.*011093S) having office at CLR Greenfield Centre, No. 70/4, RR Layout, RS Puram, Coimbatore- 641002; Email id: claudit@gmail.com, *vide* certificate dated February 15, 2018
3. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer has opened an escrow cash account bearing account No. 50200029168377 (“**Escrow Cash Account**”) with HDFC Bank Ltd, a banking company incorporated under the Companies Act and acting through its branch office at No 5030 Ground Floor, Sreevasta Centre, GN Mills Post, Mettupalayam Road, Coimbatore – 641029 (“**Escrow Bank**”) with, and has made a cash deposit of Rs. 3,63,58,000 (Rupees Three Crores Sixty Three Lacs Fifty Eight Thousand only) (“**Escrow Account**”) in the same. The cash deposited in Escrow Cash Account represents **100%** of the total consideration payable to the Equity Shareholders under this Offer. Escrow Bank *vide* email dated February 20, 2018 has confirmed the credit balance of Rs. 3,63,58,000 (Rupees Three Crores, Sixty Three Lacs Fifty Eight Thousand only only). The Acquirer has empowered the Manager to the Offer to operate and to realize the value of the Escrow Account in terms of the Regulations.
4. 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 Takeover Regulations.
5. The funds required in relation to the Offer have been met from funds from the own funds of the Acquirer.
6. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to implement the offer in full accordance with the Takeover Regulations.

VII. TERMS AND CONDITIONS OF THE OFFER

1. The tendering period will commence on Tuesday, April 17, 2018 and will close on Wednesday, May 02, 2018.
2. The Equity 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 Tuesday, April 3, 2018.
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE807O01011. (Source: www.bseindia.com)
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 10000. (Source: www.bseindia.com).

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the Current Promoter and Acquirer) whose names appear in register of Target Company as on Tuesday, April 3, 2018, the Identified Date.
2. This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.
3. All Equity Shareholders/Beneficial Owners (except the Current Promoter and Acquirer) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.
4. The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, Purva Sharegistry (India) Private Limited, Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011; Tel. No.: + 91 22 2301 6761 / 8261; Fax No.: +91 22 2301 2517; E-mail: busicomp@vsnl.com; Contact Person: Rajesh Shah between 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer opens.
5. 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, the Form of Acceptance from the SEBI's website for applying in the Offer.
6. Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.
7. The acceptance of this Offer by the Equity 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.
8. The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/Beneficial owner(s) of Target Company.
9. The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms, Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
10. The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

B) STATUTORY AND OTHER APPROVALS

1. As of the date of this Draft Letter of Letter, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer 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. If any of the public shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals interalia from the Reserve Bank of India, the Foreign Investment Promotion Board or any regulatory body for the transfer any Equity Shares to the Acquirer, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirer reserves the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, 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 Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.
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 Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.
4. In terms of Regulation 18(11) of the Takeover Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay. In case of delay in receipt of any statutory approval, the 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 Takeover Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the Takeover 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 Takeover Regulations, if the approvals mentioned in paragraph VII B are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirer have a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09,2016.
2. 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**”)
3. For implementation of the Open Offer, the Acquirer has appointed (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: Choice Equity Broking Private Limited
Address: Shree Shakambhari Corporate Park,
Plot No. 156-158, J B Nagar,
Andheri (East), Mumbai-400099
Contact Person: Mr. Bhavik Gandhi
Tel.: 022-67079855
E-mailID: bhavik.gandhi@choiceindia.com
4. All 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.
5. The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for demat equity shares as well as physical equity shares.
6. 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.
7. Shareholders can tender their shares only through a broker with whom they are registered as client (KYC Compliant).
8. In the event Seller Broker of shareholder is not registered with BSE then that shareholder can approach the Target Company’s Broker as defined in the Point # 3 above and tender the shares through the Target Company’s Broker after submitting the details as may be required by the Target Company’s Broker to be in compliance with the SEBI regulations.

PROCEDURE TO BE FOLLOWED BY SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM:

1. 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:
 - i. The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
 - iv. Self-attested copy of the Shareholder's PAN Card;
 - v. Any other relevant documents such as (but not limited to):
 1. Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 2. Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
 3. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
 - vi. Self attested copy of address proof such as valid Adhaar Card, Voter ID, Passport or Driving License.

2. The Selling Broker shall place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
3. After placement of order, as mentioned above, the Seller Broker/shareholder shall deliver the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents either by registered post or courier or hand delivery to the Registrar to the Offer not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “Onesource Techmedia Limited – Open Offer”.
4. 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 Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be displayed on BSE’s Website.
5. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity 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 Closing Date.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity 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.
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 shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Shares tendered etc.
6. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode will be required to fill the Form of Acceptance. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance.

ACCEPTANCE OF SHARES

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including Demat Shares and Physical Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, 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 Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF THE LETTER OF OFFER

Persons who have acquired Equity 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 Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company. Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance along with the Letter of Offer. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company 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 equity shares of the Target Company.

The Letter of Offer along with the Form of Acceptance would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

SETTLEMENT PROCESS

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

The direct credit of shares shall be given to the demat accounts of the Acquirer indicated by the Acquirer's Buying Broker. For the same, the existing facility of client direct payout in the capital market segment shall be available.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the Buying Broker's pool account.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION

For Equity Shareholders holding Equity Shares in demat and physical mode:

The settlement of fund obligation for demat and physical shares shall be effected by clearing corporation. For the equity shares accepted under the open offer, the payment will be made by the Clearing Corporation to the shareholders directly to their bank account.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Public Shareholder will receive funds payout in their settlement bank account.

The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Public Shareholder.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

NOTE ON TAXATION

For Equity Shareholders holding Equity Shares in demat and physical mode:

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS 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, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate dated February 15, 2018 issued by Mr. C. L Raveendhar, Proprietor of C. L Raveendhar & Co., Chartered Accountant (Membership No. 026229; FRN No.011093S), certifying the net worth of the Acquirer;
- Certificate dated February 15, 2018 issued by Mr. C. L Raveendhar, Proprietor of C. L Raveendhar & Co., Chartered Accountant (Membership No. 026229; FRN No.011093S), confirming that the Acquirer has adequate financial resources available for meeting his obligations under the Open Offer;
- Annual reports of the Target Company for the financial years ending March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013;
- Unaudited Financial Results and Limited Review Report for the Half Year ended on September 30, 2017.
- Email dated February 20, 2018 from HDFC Bank Limited confirming the cash deposit of ₹ 3,63,58,000 (Rupees Three Crores Sixty Three Lacs Fifty Eight Thousand Only) in the Escrow Account with a lien marked in favor of the Manager to the Offer;
- Copy of Escrow Agreement between the Acquirer, Manager to the Offer and Escrow Bank;
- A copy of Public Announcement dated February 20, 2018, published copy of the Detailed Public Statement – dated February 26, 2018;
- A copy of the comments letter from SEBI
- Copy of the Recommendation of the Independent Directors

X. DECLARATION BY THE ACQUIRER

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer, accepts full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirer as laid down in the Takeover Regulations. The Acquirer shall be solely responsible for ensuring compliance with the Takeover Regulations.

MR. JOSE CHARLES MARTIN

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

Email: 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: March 01, 2018

Encl: 1) Form of Acceptance-cum-Acknowledgement