DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 13(4) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 TO THE EQUITY SHAREHOLDERS OF

ONESOURCE TECHMEDIA LIMITED

Registered Office: Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai, Tamil Nadu- 600008, India. **Tel:** 044-43555227; **Fax:** 044-44-42134333; **Email:** onesourcetechmedialtd@gmail.com;
Website: www.onesourcetechmedia.com. **Company Identification Number:L72900TN2008PLC067982.**

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 16,88,050 (SIXTEEN LACS EIGHTY EIGHT THOUSAND FIFTY ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES"), REPRESENTING 26% 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 ₹ 6 PER EQUITY SHARE BY MR. FAYAZ USMAN FAHEED, ('ACQUIRER').

THIS DETAILED PUBLIC STATEMENT ("DPS") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED, THE MANAGER TO THE OFFER ("MANAGER"), FOR AND ON BEHALF OF THE ACQUIRER IN COMPLIANCE WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, ("TAKEOVER REGULATIONS"), PURSUANT TO THE PUBLIC ANNOUNCEMENT ("PA") FILED WITH BSE LIMITED ("BSE") ("STOCK EXCHANGE") ON MAY 29, 2015, IN TERMS OF REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS. THE PA WAS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") AND SENT TO THE TARGET COMPANY ON JUNE 01, 2015 BY WAY OF LETTERS DATED JUNE 01, 2015, IN TERMS OF REGULATIONS 14(2) OF THE TAKEOVER REGULATIONS.

I. ACQUIRER, SELLER, TARGET COMPANY AND OFFER

1. INFORMATION ABOUT THE ACQUIRER

A. FAYAZ USMAN FAHEED ("Acquirer")

(a) Fayaz Usman Faheed aged 33 years, S/o Mr. Usman Fayazis residing at No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road, Chennai, 600041, Tamil Nadu, India; Email: faheedusman@gmail.com.

(b) Acquirer has obtained Degree in Executive Master of Business Administration from Bharath Institute of Higher Education & Research, Selaiyur, Chennai.

(c) Acquirer is holding a Permanent Account Number - **AAIPU9054G**.

(d) The details of the ventures promoted/ controlled/ managed by the Acquirer is given hereunder:

Sr. No.	Name of the Company	Current Designation
1	^ Onesource Techmedia Limited	Managing Director
2	UFX Ventures Private Limited	Director
3	Smart Fresh Products Private Limited	Director
4	UF Publication Private Limited	Director
5	UF Promoters Private Limited	Director
6	UF Media Private Limited	Managing Director
7	ufxbid2buy (India) Private Limited	Director
8	U Media Solutions Private Limited	Director
9	OSR Cinemas Kochi Private Limited	Director
10	Clemet Digital Solutionz India Private Limited	Director

(^ listed on SME platform of BSE Limited. Script Code- 535647)

(e) Acquirer hereby undertakes and confirms that none of the companies mentioned aforesaid are appearing in the willful defaulter list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.

(f) None of the entities mentioned under point # d above are participating or interested or acting in concert with the Acquirer in this Open Offer.

(g) Except as mentioned under point # d above, Acquirer confirms that he does not hold directorships in any company, including a listed company.

(h) The Net worth of Acquirer as on April 30, 2015 is ₹ 1052.11 Lacs and the same is certified by Mr. V. P. Kuriachan, Partner, Kuriachan & Nova, Chartered Accountants (Membership No. 025662; FRN: 006064S) having office at Flat No. 3, R-42, Lod No. R-17, 6th Main Road, Anna nagar, Chennai- 600040, India; Email id: kuriachannova@eth.net, vide certificate dated May 20, 2015.

(i) Acquirer vide letter dated May 20, 2015 has confirmed the following:-

- 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;
- He does not hold any equity shares of the Target Company as on the date of this DPS;
- He has undertaken 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 SEBI (SAST) Regulations.

(j) Acquirer is the Managing Director of the Target Company. He is entitled to receive remuneration for the services rendered to the Target Company in capacity of Managing Director. The Acquirer has also advanced unsecured loans to the Target Company, repayable on demand. Further, Mrs. Samia Faheed *(spouse of the Acquirer)* is the Non Executive Director of the Target Company. Except as aforesaid, Acquirer does not have any other interest in the Target Company. Acquirer and his spouse have recused themselves from all matters pertaining to this Open Offer.

(k) Save and except this, he has signed a Share Purchase Agreement dated May 29, 2015 with the Seller to acquire **1771200** equity shares constituting **27.28%** of the Voting Share Capital of the Target Company.

(l) Acquirer has not entered into any non-compete arrangement and/or agreement with the Seller.

(m) There is no Person Acting in Concert ("**PAC**") along with Acquirer.

(n) Acquirer does not belong to any group.

(o) Acquirer confirms that currently there are no pending litigations pertaining to securities market where he is made party to.

(p) Acquirer confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner, except the fact that his spouse is on the Board of the Target Company.

(q) He does not hold any equity shares of the Target Company as on the date of the PA and the date of this DPS. Hence compliance with Chapter V of the Takeover Regulations is not applicable.

2. INFORMATION ABOUT THE SELLER

2.1 S K B FINANCE LIMITED ("SKBFL")

(a) SKBFL was incorporated on December 20, 1996 under the Companies Act 1956. Registered office of SKBFL is situated at No.191, C.R. Avenue, Kolkata, West Bengal- 700007. The current directors of SKBFL are Mr. Kishan Kumar Jhunjhunwala; (DIN: 00479487), Mr. Ramrati Choudhury; (DIN: 05178090) and Mr. Biswa Nath Halder; (DIN: 05178121) *(Source: www.mca.gov.in)*

(b) Company Identification Number of SKBFL is U65999WB1996PLC082317*(Source: www.mca.gov.in)*.

(c) PAN of SKBFL is AAICS1052K.

(d) SKBFL is one of the Promoter and Promoter Group Members of the Target Company and currently holds **1771200** equity shares representing **27.28%** of the total Voting Share Capital of the Target Company. *(Source: www.bseindia.com)*

(e) Pursuant to the SPA, SKBFL will sell its entire shareholding to the Acquirer in accordance with the terms and conditions contained in the SPA. Accordingly, upon the occurrence of completion of the sale and purchase of the Sale Shares (as defined below) under the SPA (as defined below), Seller will not hold any shares in the Target Company.

(f) Further, the remaining Promoter and Promoter Group Members, namely, Mr. Kishan Kumar Jhunjhunwala, Mr. Nathmal Jhunjhunwala, Mr. B P Jhunjhunwala, Mrs. Sulochna Devi Jhunjhunwala, Radhasaomi Securities Ltd, Carewell Consultants Pvt Ltd, N M Jhunjhunwala & Others and K K Jhunjhunwala (HUF), collectively holding **1070400** equity shares of the Target Company **shall continue** to hold the shares under the 'Public' category. SKBFL along with remaining Promoter and Promoter members shall cease to be the Promoter of Target Company and relinquish the control in the management of the Target Company in favor of the Acquirer.

(g) Seller vide undertaking dated May 20, 2015 has confirmed that it has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act, or under any of the regulations made under the SEBI Act.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 ONESOURCE TECHMEDIA LIMITED ("Target Company")

3.1 Onesource Techmedia Limited was incorporated on May 30,2008 under the Companies Act 1956. The registered office of the Target Company is situated at Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai, Tamil Nadu - 600008, India. **Tel:** 044-43555227; **Fax:** 044-44-42134333; **Email:** onesourcetechmedialtd@gmail.com; **Website:** www.onesourcetechmedia.com. *(Source: www.bseindia.com)*.

3.2 Company Identification Number of the Target Company is L72900TN2008PLC067982. *(Source: www.mca.gov.in)*

3.3 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 & counseling 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.

3.4 The Authorized Share Capital of the Target Company is ₹ 750 Lacs comprising of 75 Lacs Equity Shares of face value ₹ 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 649.25 Lacs comprising of 64.925 Lacs Equity Shares of face value ₹ 10 each. *(Source: www.mca.gov.in)*.

3.5 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.

3.6 The equity shares of the Target Company are currently listed on SME platform of BSE Limited ("BSE") (Scrip Code: 535647) *(Source: www.bseindia.com)*

3.7 The equity shares of the Target Company are frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. *(Source: www.bseindia.com)*. The Target Company has paid listing fees to BSE for the financial year ended March 2016.

3.8 Target Company confirms that the trading in the Equity Shares of the Target Company was never suspended on BSE.

3.9 There has been no change in the name of the Target Company during the last three years.

3.10 The brief standalone audited financial information of the Target Company for the financial years ended March 2013, 2014 and 2015 is as under:

(₹ in Lakhs)

Particulars	Financial Year 2015	Financial Year 2014	Financial Year 2013
	Audited	Audited	Audited
Total Revenue (Revenue from Operations + Other Income)	40.35	24.21	500.45
Net profit/(Loss) (After tax)	5.36	2.50	6.07
EPS (₹)	0.08	0.04	0.14
Net Worth	881.00	871.89	622.71

(Source: Certificate dated May 30, 2015 issued by M/s N. Kanodia & Co., Chartered Accountants; Membership No.: 069995; FRN: 327668E).

3.11 The board of directors of the Target Company consists of Mr. Fayaz Usman Faheed, (DIN: 00252610), Mr. Baskaran Sathya Prakash, (DIN: 01786634), Mrs. Kokila Gangan, (DIN: 05138873) and Mrs. Samia Faheed *(spouse of the Acquirer)* (DIN: 02967081). *(Source: www.mca.gov.in)*

3.12 Except, Mrs. Samia Faheed(spouse of the Acquirer), none of the other directors of the Target Company represents the Acquirer. The Acquirer and his spouse have recused themselves on all discussions pertaining and leading to this Open Offer.

4. DETAILS OF THE OFFER

4.1 Acquirer is making this Offer to all the public shareholders of the Target Company, other than the Acquirer ("**Equity Shareholders**"), to acquire up to **16,88,050** equity shares of face value ₹ 10 (Rupees Ten only) each, representing 26% of the total Voting Share Capital of the Target Company.

4.2 This Offer is being made at a price of ₹ 6 (Rupees Six only) (the "**Offer Price**") per fully paid up equity share of face value ₹ 10 (Rupees ten only) each of the Target Company, payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations.

4.3 This Offer is not conditional on any minimum level of acceptance and is not a competing offer in terms of Regulations 19 and 20 respectively of the Takeover Regulations.

4.4 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 closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such statutory approvals.

4.5 The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

4.6 The consummation of the sale and purchase of the Sale Shares (as defined below) by the Acquirer, as envisaged under the share purchase agreement dated May 29, 2015 amongst the Acquirer and the Seller ("SPA"), is subject to receipt of the statutory approvals, if any.

4.7 The consummation of the transaction in the SPA is subject to the conditions precedent set out in the SPA.

4.8 In terms of Regulation 23 of the Takeover Regulations, in the event that the statutory approvals required are refused or if any of the conditions, as stated in the SPA (all of which are outside the reasonable control of the Acquirer), are not met with, and the SPA is rescinded by the Acquirer (as per its terms), this Offer shall stand withdrawn. In the event of such 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.

4.9 The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this Detailed Public Statement. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

4.10 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 SEBI (SAST) Regulations.

4.11 The acquisition of 26% 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 listing agreement.

II. BACKGROUND TO THE OFFER

1. On May 29, 2015, the Acquirer entered into Share Purchase Agreement ("**SPA**")with the Seller for purchase of up to **1771200** Equity Shares representing **27.28%** of the Voting Share Capital ("**Sale Shares**") at a price of **₹ 5.75** (Rupees Five and Seventy Five Paise only) per equity share payable in cash (the purchase of the Sale Shares under the SPA is referred to as the "**Transaction**").
2. Upon completion of Transaction under the SPA and relinquishment of control by the Promoter and Promoter Group of the Target Company, the Acquirer will acquire control of the Target Company.
3. There are no partly paid up equity shares in the Target Company.
4. The Acquirer believes that the acquisition of the Target Company presents significant potential to the Acquirer.
5. The object of the acquisition is substantial acquisition of Shares/voting Rights accompanied by control over the Management of the Target Company.
6. 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. Upon completion of the Offer, the Acquirer may reorganize the present Capital structure of the Company and also further strengthen the Board.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed Equity Shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	Acquirer	
	Number of Shares	% *
Shareholding as on the PA date	NIL	
Shares acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations	1771200	27.28
Shares acquired between the Public Announcement date and the DPS date	NIL	
Shares proposed to be acquired in the Offer(assuming full acceptance)	1688050	26
Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period	**3459250**	**53.28**

(on the fully diluted Voting Share Capital)*

IV. OFFER PRICE

1. The equity shares of the Target Company are listed on SME platform of BSE only.
2. 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 (May 01, 2014 to April 30, 2015) 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	7,20,000	6,492,500	11.09

(Source: www.bseindia.com)

3. Based on the information provided in point above, the equity shares of the Target Company are **frequently 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 ₹ **6** (Rupees Six 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 SPA;	₹ 5.75
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;	NIL
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	NIL
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	^ ₹ 5.54

^ (Source: www.bseindia.com)

5. In view of the above parameters considered and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ 6 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 DPS.
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 this DPS; (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.

V. FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirements to meet this Offer is **₹ 1,01,28,300** (Indian Rupees One Crore One Lac Twenty Eight Thousand Three Hundred Only).
2. As per Certificate dated May 20, 2015 issued by Mr. V. P. Kuriachan, Partner, Kuriachan & Nova, Chartered Accountants (Membership No. 025662; FRN: 006064S) having office at Flat No. 3, R-42, Lod No. R-17, 6th Main Road, Anna nagar, Chennai- 600040, India; Email id: kuriachannova@eth.net, the Acquirer has adequate liquid resources to meet the funds requirements/obligations under this Offer.
3. Acquirer has adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer. Mr. V. P. Kuriachan, Partner, Kuriachan & Nova, Chartered Accountants (Membership No. 025662; FRN: 006064S) having office at Flat No. 3, R-42, Lod No. R-17, 6th Main Road, Annanagar, Chennai- 600040, India; Email id: kuriachannova@eth.net, vide certificate dated May 20, 2015 has confirmed that sufficient resources are available with the Acquirer for fulfilling the obligations under this 'Offer' in full.
4. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer has opened an escrow cash account bearing account No. 915020022119235("**Escrow Cash Account**") with Axis Bank Limited, a banking company incorporated under the Companies Act and acting through its branch offices at Vile Parle (West), Mumbai("**Escrow Bank**") with, and has made a cash deposit of **₹ 25,50,000** (Rupees Twenty Five Lacs Fifty Thousand only)("**Escrow Account**") in the same. The cash deposited in Escrow Cash Account represents **25.18%** of the total consideration payable to the Equity Shareholders under this Offer. Escrow Bank vide letter dated May 30, 2015 has confirmed the credit balance of **₹ 25,50,000** (Rupees Twenty Five Lacs Fifty Thousand only) as on May 30, 2015. 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.
5. 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.
6. The funds required in relation to the Offer have been met from funds from the own funds of the Acquirer.
7. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer satisfied that firm arrangements have been put in place by the Acquirer to implement the offer in full accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS

1. As of the date of this DPS, 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 the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, 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 Equity Shares tendered in this Offer.
3. 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.
4. In terms of Regulation 18(11) of the SEBI (SAST) 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, including RBI approval under FEMA regulations for shares tendered by non-resident shareholders. 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 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 any of the conditions precedent and other conditions as stated in the SPA and Share Sale/Purchase Confirmation or approvals mentioned in paragraph VI (1) and (2) 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, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this 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.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Public Announcement (PA)	Friday, May 29, 2015
Publication of DPS in the newspapers	Friday, June 05, 2015
Filing of the draft letter of offer with SEBI	Friday, June 12, 2015
Last date for a competitive bid	Friday, June 26, 2015
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)	Friday, July 03, 2015
Identified Date*	Wednesday, July 07, 2015
Letter of Offer to be dispatched to shareholders	Tuesday, July 14, 2015
Last date for revising the Offer price/ number of shares	Thursday, July 16, 2015
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Friday, July 17, 2015
Date of publication of Offer Opening Public Announcement	Monday, July 20, 2015
Date of commencement of Tendering Period(Offer Opening Date)	Tuesday, July 21, 2015
Date of Expiry of Tendering Period (Offer Closing Date)	Monday, August 03, 2015
Last Date for completion of all requirements includingpayment of consideration	Monday, August 17, 2015

** The Identified Date is only for the purpose of determining the Equity Shareholders as on such dateto whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the equity shares of the Target Company (except the Acquirer, Seller and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.*

VIII. ELIGIBILITY TO PARTICIPATE IN THE OFFER AND PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. Every Equity Shareholder of the Target Company, except the Acquirer and Seller/Promoters of the Target Company, whether holding equity shares in dematerialized form or physical form, registered or unregistered, is eligible to participate in this Offer at any time during the tendering period of this Offer.
2. A letter of offer ("**Letter of Offe**r") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance-cum-Acknowledgement ("**Form of Acceptance**") will be mailed to all the Equity Shareholders whose names appear on the register of members of the Target Company at the close of business hours on the Identified Date, being registered equity shareholders as per the records of National Securities Depository Ltd. ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), and registered shareholders holding equity shares of the Target Company in physical form as per the records of the Target Company, as on the Identified Date. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the individual letter of offer would be dispatched to each of the Equity Shareholders of the Target Company is Tuesday, July 14, 2015.
3. The Equity Shareholders who wish to tender their equity shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer to Purva Sharegistry (India) Private Limited, acting as the registrar to the offer ("**Registrar to the Offer**") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. Applicants who cannot hand deliver their documents at the collection centers, as will be mentioned in the Letter of Offer, may send such documents by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at its address mentioned in paragraph X below.

3.1 In respect of dematerialized equity shares of the Target Company, shareholders must ensure that the credit for the equity shares of the Target Company tendered is received in the special depository account as specified below on or before Monday, August 03, 2015. Shareholders who wish to transfer their shares to the above mentioned escrow account from a demat account maintained with NSDL, should use "inter depository" delivery instruction slip

Depository Name	**CDSL**
Account Name	PSIPL Escrow A/c- Onesource Tech Open Offer
Depository Participant ("DP") Name	R R S Shares & Stock Brokers Private Limited
DP ID Number	12029000
Beneficiary Account Number	00038987
ISIN	INE807O01011
Market	Off-Market

3.2 Shareholders who are holding the equity shares in physical form and who wish to tender the equity shares in the Offer are required to submit the Form of Acceptance-cum-Acknowledgment together with the original share certificate(s), valid transfer deed(s), and such other documents as may be specified in the Letter of Offer and the Form of Acceptance, duly signed and addressed to the Registrar to the Offer, either by hand delivery on weekdays or by registered post, so as to reach the Registrar to the Offer on or before the closure of the tendering period, i.e., no later than Monday, August 03, 2015 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.

4. In case of non-receipt of the Letter of Offer, the eligible person(s), holding equity shares of the Target Company in physical form, may send his/her/their consent on plain paper stating the name, address, number of such equity shares held, distinctive numbers, certificate numbers and the number of such equity shares offered along with the share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before the closure of this Offer.
5. In case of non receipt of the Letter of Offer, beneficial owners holding equity shares of the Target Company in dematerialized form, may send their applications in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of equity shares offered, DP name, DP ID, beneficiary account number, mode of payment and photocopy of the delivery instruction in Off-market", or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer on or before the closure of this Offer.
6. Equity Shareholders may also (a) download the Letter of Offer from the SEBI website (www.sebi.gov.in) or (b) obtain a copy of Letter of Offer by writing to the Registrar to the Offer or Manager to the Offer superscripting the envelope "***Onesource Techmedia Limited- Open Offer***" with (1) suitable documentary evidence of ownership of the equity shares of the Target Company and (2) their folio number, DP identity - client identity, current address and contact details.

IX. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

OTHER INFORMATION

1. Acquirer accepts the full and final responsibility for the information contained in the Public Announcement and the DPS and for the obligations of the Acquirer laid down in the Takeover Regulations.
2. The Public Announcement, the DPS and the Letter of Offer would also be available on the SEBI website: www.sebi.gov.in.
3. Details of Manager to the Offer and Registrar to the Offer

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
SAFFRON • • • • • energising ideas **SAFFRON CAPITAL ADVISORS PRIVATE LIMITED** **CIN: U67120MH2007PTC166711** 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059; **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:** INM 000011211; **Contact Person:** Amit Wagle	**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; **Email id:** busicomp@vsnl.com; **Website:** www.purvashare.com; **SEBI Registration Number:** INR000001112; **Contact Person:** Rajesh Shah

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

ACQUIRER

FAYAZ USMAN FAHEED
Address: No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road, Chennai, 600041, Tamil Nadu, India
Email: faheedusman@gmail.com
Sd/-

Raka

Place: Mumbai **Date:** June 04, 2015