

SDC TECHMEDIA LIMITED

[Formerly known as Onesource Techmedia Limited]

Registered Office: 33/1, Wallajah Road, Chepauk, Chennai- 600002, Tamil Nadu, India. Tel: +91 44 66882222; Email: info@ostindia.org; Website: www.ostmli.com., Corporate Identification Number: L72900TN2008PLC067982

OPEN OFFER (“OFFER”) FOR ACQUISITION OF UP TO 16,90,000 (SIXTEEN LACS NINETY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”), REPRESENTING UPTO 26.03% OF THE TOTAL VOTING SHARE CAPITAL OF SDC TECHMEDIA LIMITED [FORMERLY KNOWN AS 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 OFFER (“TOTAL VOTING SHARE CAPITAL”) (DEFINED BELOW), FROM THE PUBLIC SHAREHOLDERS (DEFINED BELOW) OF THE TARGET COMPANY FOR CASH AT OFFER PRICE OF RS. 14/- PER EQUITY SHARE BY MR. JOSE CHARLES MARTIN (“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 DECEMBER 06, 2019, IN TERMS OF REGULATION 3(2) OF THE TAKEOVER REGULATIONS. THE PA WAS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) AND SENT TO THE TARGET COMPANY ON DECEMBER 09, 2019 BY WAY OF LETTERS DATED DECEMBER 06, 2019, IN TERMS OF REGULATION 14(2) OF THE TAKEOVER REGULATIONS.

For the purposes of this DPS, the following terms have the meanings assigned to them below:

- “**Equity Shares**” shall mean the fully paid-up equity shares of face value of ₹ 10 each of the Target Company.
- “**Total Voting Share Capital**” means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) Working Day from the closure of the Tendering Period for this Offer.
- “**Identified Date**” means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Public Shareholders to whom the letter of offer in relation to this Offer (“Letter of Offer”) shall be sent.
- “**Public Shareholders**” shall mean all the public shareholders of the Target Company, other than (i) the Acquirer, (ii) the parties to the SPA (defined below for the sale of equity shares of the Target Company and (iii) persons deemed to be acting in concert with parties at (i) and (ii) above, in compliance with the provisions of regulation 7(6) of the Takeover Regulations.
- “**Seller**” shall mean Mr. Usman Faheed, who is also one of the Promoters of the Target Company.
- “**Tendering Period**” has the meaning ascribed to it under the Takeover Regulations.
- “**Working Day**” means any working day of the SEBI.

ACQUIRER, SELLER, TARGET COMPANY AND OFFER

1. INFORMATION ABOUT THE ACQUIRER

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

- Jose Charles Martin, aged 32 years, S/o Mr. Santiago Martin, is residing at 135/1, Thiruvalluvar Street, Vellakinar Pirivu, G. N. Mills Post, Coimbatore - 641029, Tamil Nadu, India; Email: md@mancd.in. He Has completed his Bachelor of Business Administration from Middlesex University (Dubai) and also completed his Masters of Business Administration from Universita Popolare Degli Studi Di Milano (Milan, Italy).
- Acquirer belongs to the Promoter and Promoter Group of the Target Company and has experience in the field of property development, construction and hotel management.
- Acquirer is holding a Permanent Account Number- AGUPC1416C

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

Sr. No.	Name of the Entities	Nature of Interest	Percentage stake/holding
1.	Future Gaming and Hotel Services Private Limited	Director & Shareholder	4.52
2.	M and C Property Development Private Limited	Managing Director & Shareholder	90.00
3.	L and C Media Private Limited	Managing Director & Shareholder	50.00
4.	Martin Agro Farm Private Limited	Director	--
5.	Coimbatore Silk & Cotton Sarees Private Limited	Director & Shareholder	50.00
6.	Charles Luxury Villas Private Limited	Director	--
7.	Martin Skyscrapers Private Limited	Director	--
8.	Martin Plaza Private Limited	Director	--
9.	Martin Shelters Private Limited	Director	--
10.	Charles Housing Private Limited	Director & Shareholder	50.00
11.	Hall Marc Techno Park Private Limited	Director & Shareholder	50.00
12.	Daison Constructions (India) Private Limited	Director & Shareholder	30.00
13.	Leemartin Beach Resorts Private Limited	Director & Shareholder	30.00
14.	Charles Real Estates Private Limited	Director	--
15.	Fascinating Houses Private Limited	Director	--
16.	Fascinating Dwellers Private Limited	Director	--
17.	Fascinating Towers Private Limited	Director	--
18.	Fascinating Skyscrapers Private Limited	Director	--
19.	Fascinating Promoters Private Limited	Director	--
20.	Dominant Promoters Private Limited	Director	--
21.	Martin Spinning Mills and Agencies Private Limited	Shareholder	0.20
22.	Charles Modular Homes Private Limited	Shareholder	50.00
23.	Martin Housing Private Limited	Shareholder	1.00
24.	Martin Landscape Private Limited	Shareholder	1.00
25.	Modern & Creative Multi Constructor Private Limited	Shareholder	75.00
26.	Martin Homes Private Limited	Shareholder	1.00
27.	Martin Farms Private Limited	Shareholder	1.00
28.	Martin Real Estate Private Limited	Shareholder	1.00
29.	Martin Realcon Private Limited	Shareholder	30.00
30.	Martin Winfarms Private Limited	Shareholder	20.00
31.	Daisy Merchandisers Private Limited	Shareholder	1.00
32.	Teasel Marketing Private Limited	Shareholder	98.78
33.	L and C Entertainment LLP	Designated Partner	94.97
34.	Magnetic Realcon LLP	Designated Partner	49.99

(Source: www.mca.gov.in).

- None of the entities mentioned under point (d) above are participating or interested or acting in concert with the Acquirer in this Open Offer.
- Except as mentioned under point (d) above, Acquirer confirms that he does not hold directorships in any company, including a listed company.
- The Networth of Acquirer as on October 31, 2019 is Rs. 149.29 Crores (Rupees One Hundred Forty Nine Crore and Twenty Nine 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.0110935) having his office at CLR Greenfield Centre, No. 70/4, RR Layout, RS Puram, Coimbatore- 641002; Email id: clraudt@gmail.com, vide certificate dated November 15, 2019.
- 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.
- 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.
- There is no Person Acting in Concert (“PAC”) along with Acquirer.
- Acquirer has confirmed that there are no pending litigations pertaining to securities market where he is made party to as on the date of this DPS.
- Acquirer has confirmed that he is not categorized as a “willful defaulter” in terms of regulation 2(1) (ze) of the Takeover Regulations.
- Acquirer holds **25,90,000** Equity Shares, representing **39.89%** of the Total Voting Share Capital of the Target Company as on the date of this DPS.
- He has signed a Share Purchase Agreement dated **December 06, 2019** with the Seller to acquire **3,30,000** Equity Shares constituting **5.08%** of the Total Voting Share Capital of the Target Company.
- Acquirer has confirmed that he has not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as on the date of this DPS.

2. INFORMATION ABOUT THE SELLER:

- Seller is one of the Promoters of the Target Company and currently holds 19,71,200 Equity Shares representing 30.36% of the Total Voting Share Capital of the Target Company. On December 6, 2019 he entered into Share Purchase Agreement with the Acquirer for selling **3,30,000** Equity Shares constituting **5.08%** of the Total Voting Share Capital of the Target Company.

Sr. No.	Name, PAN and Address of the Seller	Whether part of Promoter and Promoter Group	Details of shares/voting rights held by the Seller			
			Pre -Transaction		Post Transaction	
			Number	%	Number	%
1	Mr. Usman Faheed PAN: AAIPU9054G Address: No.71, First Avenue, First Cross Street, Vettuvankeni, ECR Road, Chennai – 600041, Tamilnadu, India	Yes	19,71,200	30.36	16,41,200	25.28
	Total		19,71,200	30.36	16,41,200	25.28

- Accordingly, upon the completion of the sale and purchase of the Sale Shares (as defined below) under the SPA (as defined below), Seller will hold 16,41,200 Equity Shares in the Target Company and will continue as Promoter of the Target Company.

- Seller confirms that he has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

3. INFORMATION ABOUT THE TARGET COMPANY

SDC TECHMEDIA LIMITED [Formerly known as Onesource Techmedia Limited] (“Target Company”)

- The Target Company was incorporated on May 30, 2008 under the Companies Act 1956 as “Onesource Techmedia Limited”. Thereafter the name of the Target Company was further changed to SDC Techmedia Limited and a fresh Certificate of Incorporation pursuant to such change in name was issued on October 23, 2019 by Registrar of Companies, Chennai. The registered office of the Target Company is situated at 33/1, Wallajah Road, Chepauk, Chennai- 600002, Tamil Nadu, India; Tel: +91 44 66882222; Email: info@ostindia.org; Website: www.ostmli.com.
- Corporate Identification Number of the Target Company is L72900TN2008PLC067982. (Source: www.mca.gov.in)
- Target Company is engaged in the business of distribution and trading of media contents mostly audio & animated films. The Target Company has tied-up with Sony Corporation, Hong Kong (“Sony Corporation”) for distributing and promoting of Sony 4K projection systems in the South India. Target Company purchases the 4K Projectors from Sony Corporation and then leases the same to the cinema theaters for a caution deposit and monthly rentals. (Source: www.otmli.com)
- The Authorized Share Capital of the Target Company is ₹ 750.00 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 64.92 Lacs Equity Shares of face value ₹ 10 each. (Source: www.mca.gov.in).
- 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. (Source: www.bseindia.com)

- The Equity Shares of the Target Company are currently listed on SME platform of BSE Limited (“BSE”) (Scrip Code: 535647) (Source: www.bseindia.com)
- The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(i) of the Takeover Regulations. (Source: www.bseindia.com).
- Target Company confirms that the trading in the Equity Shares of the Target Company was never suspended on BSE.
- In the year 2019, the name of the Target Company was changed from Onesource Techmedia Limited to SDC Techmedia Limited and a fresh Certificate of Incorporation pursuant to such change in name was issued on October 23, 2019 by Registrar of Companies, Chennai and except as aforesaid, there were no changes in the name of the Target Company in last three years.
- Target Company made its maiden public issue of 20,00,000 equity shares at a price of ₹ 14/- per equity share aggregating to Rs. 280 Lacs and was listed on the SME Platform of BSE in the year 2013. (Source: Prospectus dated May 04, 2013).
- The brief standalone audited financial information of the Target Company for the financial years ended March 31, 2017, March 31, 2018, March 31, 2019 and unaudited financials subject to limited review for the period ended September 30, 2019 are as under:-

Particulars	For the period ended September 30, 2019	For the year ended March 31,		
		2019	2018	2017
Total Revenue (Revenue from Operations + Other Income)	553.26	946.94	669.35	350.80
Net profit/(Loss) (After tax)	198.26	137.94	(173.62)	12.52
EPS	3.05	2.12	(2.67)	0.19
Net Worth	1045.14	846.87	708.93	882.54

(Source: www.bseindia.com)

- The Board of directors of the Target Company consists of Mr. Baskaran Sathya Prakash, (DIN: 01786634), Mr. Vasudevan Sridharan, (DIN: 07487245), Mr. Usman Faheed (DIN: 00252610) and Samia Faheed (DIN: 02967081) (Source: www.mca.gov.in).

4. DETAILS OF THE OFFER

- Acquirer is making this Offer to all the Public Shareholders of the Target Company to acquire up to **16,90,000** Equity Shares of face value ₹ 10/- (Rupees Ten only) each, representing 26.03% of the Total Voting Share Capital of the Target Company.
- This Offer is being made at a price of ₹ **14/-** (Rupees Fourteen 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.
- 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.
- 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.
- The consummation of the sale and purchase of the Sale Shares (as defined below) by the Acquirer, as envisaged under the Share Purchase Agreement (as defined below), is subject to the terms and conditions mentioned therein.
- To the best of the knowledge and belief of the Acquirer, as on the date of this DPS, there are no statutory or other approvals required to implement the Offer other than as indicated in section VI of this DPS. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of regulation 23 of the Takeover Regulations. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and to the Target Company at its registered office.
- The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of DPS. The Manger to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
- 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.
- The acquisition of 26.03% of the Total Voting Share Capital under this Offer will 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.
- If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

II. BACKGROUND TO THE OFFER

- On December 06, 2019, the Acquirer entered into Share Purchase Agreement (“SPA”) with the Seller for acquisition of up to **3,30,000** Equity Shares (“**Sale Shares**”) representing **5.08%** of the Total Voting Share Capital at a price of ₹ **14/-** (Rupees Fourteen Only) per Sale Share payable in cash aggregating upto ₹ **46,20,000** (Rupees Forty Six Lacs Twenty Thousand only) (“**Transaction**”). Since the proposed Transaction exceeds the limits stipulated in regulation 3(2) of the Takeover Regulations and doesn’t fulfill the eligibility criteria for claiming exemption under regulation 10 (1)(a) (ii) of the Takeover Regulations, the Acquirer is required to make this Offer.
- The important clauses including some of the conditions precedent to consummating the underlying Transaction, as mentioned in the SPA are as follows:
 - The Seller confirm that the Sale Shares are fully paid up and the said shares are free from all liens, charges, encumbrances and the Seller shall hand over the said confirmation letter to the Acquirer along with the letter received from the Target Company;
 - From the date of entering into the SPA till the date of the Closure, the Seller shall not, except with the prior consent of the Acquirer, sell, transfer, gift, exchange or dispose of or any way deal in the equity shares of the Target Company or create any right, interest or encumbrance over the Sale Shares;
 - The Acquirer shall be at liberty to reconstitute the Board of the Target Company after successful completion of Takeover.
 - The Acquirer have represented and the Seller believe that the Acquirer have adequate financial resources to acquire shares from the Seller.
 - On Closing (as defined in SPA), the Parties shall take all steps necessary for fulfilling their respective obligations under the SPA and for Closing of the transaction envisaged in the SPA.
- There are no partly paid up equity shares in the Target Company.
- The objective of the proposed acquisition is to increase and consolidate the Acquirer’s holding in the Target Company which will result in the acquirer acquiring effective management control over the Target Company.

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	25,90,000	39.89
Equity Shares acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations	3,30,000	5.08
Equity Shares acquired between the Public Announcement date and the DPS date		NIL
Equity Shares proposed to be acquired in the Offer (assuming full acceptance)	16,90,000	26.03
Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period	46,10,000	71.01

IV. 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 (December 01, 2018 to November 30, 2019) 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	20,000	64,92,500	0.31

- 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)(i) of the SEBI (SAST) Regulations, 2011.
- 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 agreement attracting the obligations to make a public announcement for the offer;	Rs. 14/-
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. 13.04/-
Other Financial Parameters as at March 31, 2019		
Return on Networth (%)		16.29
Book Value per share (₹)		13.04
Earnings per share (Diluted) (₹)		2.12

Mr. Chintan Shah, Partner of Chhoggmal & Co., Chartered Accountant (Membership No. 107490; FRN No. 101826W) having office at 106, Omkar Summit Business Bay, Near Gurunanak Petrol pump, Opp. Cinemax Theater, Sir Mathuradas Vasani Road, Andheri East, Mumbai, Maharashtra 400093; Email id: chintan@chhoggmal.co.in, vide certificate dated December 03, 2019 bearing Unique Document Identification Number (UDIN) 19107490AAAEVU1072, 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 Net Assets Value (“NAV”) for the purpose of arriving at the fair value for the Equity Shares of the Target Company. As per the certification given, the Fair Value has been arrived at ₹13.04/- per Equity Share.

- In view of the above parameters considered and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ **14/-** per Equity Share is justified in terms of regulation 8 of the Takeover Regulations.
- There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
- 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.
- An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last one working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the 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

- Assuming full acceptances in the Offer, the total funds required to meet this Offer is ₹ **2,36,60,000** (Rupees Two Crores Thirty Six Lacs Sixty Thousand Only).
- The Networth of Acquirer as on October 31, 2019 is ₹ 149.29 Crores (Rupees One Hundred Forty Nine Crore and Twenty Nine 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.0110935) having office at CLR Greenfield Centre, No. 70/4, RR Layout, RS Puram, Coimbatore- 641002; Email id: clraudt@gmail.com, vide certificate dated November 15, 2019.
- Acquirer has adequate resources to meet his financial obligations for the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer.
- 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, Sreevastha Centre, GN Mills Post, Mettupalayam Road, Coimbatore – 641029 (“**Escrow Bank**”) with, and has made a cash deposit of ₹ 2,36,60,000/- (Rupees Two Crores Thirty Six Lacs Sixty 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 December 09, 2019 has confirmed the credit balance of ₹ 2,36,60,000/- (Rupees Two Crores Thirty Six Lacs Sixty Thousand 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.
- 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.
- The funds required in relation to the Offer have been met from funds from the own funds of the Acquirer.
- 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

- 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.
- If any of the public shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIs) require any approvals interalia from the Reserve Bank of India, the Foreign Investment Promotion Board or any regulatory body for the transfer of 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 reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India.
- 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.
- 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.
- In terms of Regulation 23(1) of the Takeover Regulations, if the approvals mentioned in paragraph VI (1) 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.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Public Announcement (PA)	Friday, December 06, 2019
Publication of DPS in the newspapers	Friday, December 13, 2019
Filing of the draft letter of offer with SEBI	Friday, December 20, 2019
Last date for a competitive bid	Monday, January 06, 2020
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)	Monday, January 13, 2020
Identified Date*	Wednesday, January 15, 2020
Letter of Offer to be dispatched to shareholders	Wednesday, January 22, 2020
Last date for revising the Offer price/ number of shares	Tuesday, January 28, 2020
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Monday, January 27, 2020
Date of publication of Offer Opening Public Announcement	Tuesday, January 28, 2020
Date of commencement of Tendering Period (Offer Opening Date)	Wednesday, January 29, 2020
Date of Expiry of Tendering Period (Offer Closing Date)	Tuesday, February 11, 2020
Last Date for completion of all requirements including payment of consideration	Wednesday, February 26, 2020

*The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to 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 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

- All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date (“**Tendering Period**”) for this Open Offer. Please refer to section titled “Procedure to be followed by shareholders who are holding equity shares in physical form” below of this part, for details in relation to tendering of Offer Shares held in physical form.
- 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.
- The Open Offer shall be implemented by the Target Company through Stock Exchange Mechanism made available by BSE in the form of separate window (“**Acquisition Window**”) as provided under the Takeover Regulations and SEBI Circular CIR/CFD/POLICY/CELL/12/2015