

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

SDC TECHMEDIA LIMITED

[Formerly known as Onesource Techmedia Limited]

[Corporate Identification Number: L72900TN2008PLC067982]

UNDER REGULATION 3(2) READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("TAKEOVER REGULATIONS")

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 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 (*DEFINED BELOW*), FROM THE PUBLIC SHAREHOLDERS (*DEFINED BELOW*) OF THE TARGET COMPANY FOR CASH AT OFFER PRICE (*DEFINED BELOW*) BY MR. JOSE CHARLES MARTIN ("ACQUIRER"). THIS PUBLIC ANNOUNCEMENT ("PA") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED ("MANAGER TO THE OFFER"), FOR AND ON BEHALF OF THE ACQUIRER TO THE PUBLIC SHAREHOLDERS (*DEFINED BELOW*) OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATION 3(2) OF THE TAKEOVER REGULATIONS READ WITH REGULATIONS 13 (1) AND 15(1) OF THE TAKEOVER REGULATIONS

For the purpose of this PA, the following terms have the meanings assigned to them below:

- (a) **"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 the Offer.
- (b) **"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.
- (c) **"Seller"** shall mean, one of the present Promoters of the Target Company, namely, Mr. Usman Faheed.
- (d) **"Tendering Period"** has the meaning ascribed to it under the Takeover Regulations.

1) OFFER DETAILS

1 Offer Size: The Acquirer hereby makes this Offer to all the Public Shareholders of the Target Company to acquire up to **16,90,000 (Sixteen Lacs Ninety Thousand Only)** fully paid Equity Shares (each an "**Offer Share**") of the Target Company, of face value ₹ **10/-** each representing **26.03%** of the Total Voting Share Capital at Offer Share aggregating to Rs. **2,36,60,000** (Two Crores Thirty Six Lacs Sixty Thousand only), (the "**Offer Size**"), subject to the terms and conditions mentioned in this PA, the Detailed Public Statement ("**DPS**") and the Letter of Offer ("**LOF**") that may be issued in accordance with the Takeover Regulations.

1.1 Offer Price/ Consideration: Rs. **14/-** per Offer Share calculated in accordance with Regulation 8 of the Takeover Regulations. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer in accordance with the Takeover Regulations will be Rs. **2,36,60,000** (Indian Rupees Two Crores Thirty Six Lacs Sixty Thousand Only).

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

1.3 Type of offer: The Offer is a mandatory offer in compliance with Regulation 3(2) of the Takeover Regulations.

1.4 There are no Persons Acting in Concert with the Acquirer for this Offer.

1.5 There is no change in management control of the Target Company pursuant to this Offer.

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

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for shares /VRs acquired (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital.			

Direct	Acquisition of 3,30,000 Equity Shares through Share Purchase Agreement dated December 06, 2019 (" SPA ") entered into between the Acquirer and the Seller	3,30,000	5.08	46,20,000	Cash	3(2) read along with Regulation 10(1)(a)
	Total	3,30,000	5.08	46,20,000		

3) **ACQUIRER/-PAC**

Details	Acquirer	Total
Name of Acquirer/ PAC(s)	Mr. Jose Charles Martin	1
Address/ Registered Office	135/1, Thiruvalluvar Street, Vellakinar Pirivu, G.N. Mills Post, Coimbatore - 641029, Tamilnadu, India	-
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Not Applicable	-
Name of the Group, if any, to which the Acquirer/ PAC belongs to	Acquirer belongs to the Promoter Group of the Target Company	-
Pre Transaction shareholding - Number % of total share capital	25,90,000 39.89	25,90,000 39.89
Proposed shareholding after the acquisition of shares which triggered the Open Offer	3,30,000 Equity Shares representing 5.08 % of the Total Voting Share Capital of the Target Company.	
Any other interest in the TC	Acquirer is part of the Promoter/Promoter Group of the Target Company and holds 25,90,000 Equity Shares representing 39.89 % of the Total Voting Share Capital of the Target Company	

4) **DETAILS OF SELLING SHAREHOLDER:**

Name of the Selling Shareholder	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholder			
		Pre-Transaction		Post-Transaction	
		Number	%	Number	%

Name of the Selling Shareholder	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholder			
		Pre-Transaction		Post-Transaction	
		Number	%	Number	%
Mr. Usman Faheed	Yes	19,71,200	30.36	16,41,200	25.28
Total		19,71,200	30.36	16,41,200	25.28

5) TARGET COMPANY

5.1 **Name:** SDC Techmedia Limited *[Formerly known as Onesource Techmedia Limited]*.

(As per the Notice 20191204-13 dated December 4, 2019 issued by BSE Limited, the name change in BSE records will be implemented wef December 10, 2019)

5.2 **Corporate Identification Number:** L72900TN2008PLC067982

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

5.4 The Issued, Subscribed and paid up Equity Share Capital of the Target Company is Rs. 649.25 Lacs comprising of 64,92,500 Equity Shares of Rs. 10 each.

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

6) OTHER DETAILS

6.1 The details of the Offer would be published in the newspapers vide a Detailed Public Statement ("**DPS**") on or before **December 13, 2019** in compliance with Regulation 13(4) of the Takeover Regulations.

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

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

6.4 Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to satisfaction of the condition's precedent set out in the SPA and receipt of statutory approvals required, if any.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER



SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

[Corporate Identification Number: U67120MH2007PTC166711]

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Tel. No.: +91 22 4082 0914/915; **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; **Validity of Registration:** Permanent; **Contact Person:** Amit Wagle/ Gaurav Khandelwal

ACQUIRER

Jose Charles Martin

Address: 135/1, Thiruvalluvar Street, Vellakinar Pirivu, G.N. Mills Post, Coimbatore - 641029, Tamilnadu, India

Email: md@mandc.in

Sd/-

Jose Charles Martin

Place: Coimbatore

Date: December 06, 2019