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. FAYAZ USMAN FAHEED, ("**Acquirer**")

Address:- No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road, Chennai, 600041, Tamil Nadu, India

To the Shareholder(s) of

ONESOURCE TECHMEDIA LIMITED ("**Target Company**")

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

Company Identification Number: L72900TN2008PLC067982

To acquire upto **16,88,050** (Sixteen Lacs Eighty Eight Thousand Fifty Only) Equity Shares of the face value of Rs. 10 each ("**Offer Shares**"), representing **26**% 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. **6**/- 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 (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer.
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, July 16, 2015, 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.

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: 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
E-mail: busicomp@vsnl.com
Website: www.purvashare.com
SEBI Registration Number: INR000001112
Contact Person: Rajesh Shah

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

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 including payment of consideration	Monday, August 17, 2015

** 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 parties to the SPA and Promoters) are eligible to participate in this Offer any time before the closure of this Offer*

NOTE: Duly signed Form of Acceptance cum-Acknowledgment along with transfer deed(s) together with share certificate(s)/Demat Instruction Slips should be dispatched by registered post/courier or hand delivered to the Registrar to the Offer or their collection centres on or before closure of the tendering period (i.e. before Monday, August 03, 2015)

I. RISK FACTORS RELATING TO THE TRANSACTION

- The Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer. In accordance with the Share Purchase Agreement, the transaction under the Share Purchase Agreement shall be completed upon the fulfillment of conditions precedent agreed between the Acquirer and the Seller in the Share Purchase Agreement.

- As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

- 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. RISKS RELATING TO THE OFFER

- The Open Offer is an offer to acquire not more than 26% of the Voting Share Capital of the Target Company from the Eligible Shareholders. In the case of 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 Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.

- The Offer is subject to the receipt of certain statutory, regulatory and other approvals / no objections described in detail in paragraph VII (B). 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 their 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 Shares are accepted under the Offer as well as the return of 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 SEBI (SAST) 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 tendered Shares and documents would be held by the Registrar to the Offer in trust for the Acquirer till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Shares which are in the custody of the Registrar to the Offer. During such period, there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the 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.

I. Risks 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 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.

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I. KEY DEFINITIONS

Acquirer	Fayaz Usman Faheed aged 33 years, S/o Mr. Usman Fayaz is residing at No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road, Chennai, 600041, Tamil Nadu, India
Agreement/ Share Purchase Agreement/ SPA	Share Purchase Agreement dated May 29, 2015 entered into between the Acquirer and the Seller
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 June 04, 2015, 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 June 05, 2015 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	Axis 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	Wednesday, July 07, 2015, 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
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 **16,88,050** (Sixteen Lacs Eighty Eight Thousand Fifty Only) Equity Shares representing 26% 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. **1,01,28,300** (Indian Rupees One Crore One Lac Twenty Eight Thousand Three Hundred Only)
Offer Period	Period commencing from May 29, 2015 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. **6**/- (Rupees Six Only) per Equity Share
Offer Size	Up to **16,88,050** (Sixteen Lacs Eighty Eight Thousand Fifty Only) Equity Shares representing 26% 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 May 29, 2015 in accordance with Takeover Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Purva Sharegistry (India) Private Limited
Sale Shares	**^ 1771200** fully paid up Equity Shares, representing **27.28**% of the Voting Share Capital, proposed to be acquired by the Acquirer from the Seller pursuant to the SPA *^ 13,00,000 equity shares are under compulsory lock-in period upto June 05, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009, as amended, and this lock would be continued in the hands of Acquirer as per regulation 40 of the SEBI (ICDR) Regulations, 2009 as amended.(Source: Certificate dated May 28, 2013 issued by CDSL)*
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	SEBI Act, 1992, as amended
Seller	S K B Finance Limited having its registered office at No.191, C.R. Avenue, Kolkata, West Bengal- 700007
SPA	Share purchase agreement dated May 29, 2015 entered into amongst the Acquirer and the Seller
Special Depository Account	The special depository account opened pursuant to the Offer with CDSL for receiving Equity Shares tendered during the Offer
Stock Exchange	BSE Limited
Target Company	Onesource Techmedia Limited having its registered office at Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai, Tamil Nadu- 600008, India
Tendering Period	Tuesday, July 21, 2015 to Monday, August 03, 2015
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 JUNE 12, 2015 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 26% of the voting rights accompanied with change in control of the Target Company.

2. Acquirer has entered into a Share Purchase Agreement dated May 29, 2015 ("**SPA**") with S K B Finance Limited ("**Seller**"), one of the Promoters of the Target Company having its registered office at No.191, C.R. Avenue, Kolkata, West Bengal- 700007 for the acquisition of ^ **1771200** equity shares ("**Sale 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/- (Rupees Five and Seventy Five Paise Only) per equity share aggregating to Rs. **10184400 (**Rupees One Crore One Lac Eighty Four Thousand Four Hundred Only) payable in cash ("**Transaction**").

   ^ 13,00,000 equity shares are under compulsory lock-in period upto June 05, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009, as amended, and this lock would be continued in the hands of Acquirer as per regulation 40 of the SEBI (ICDR) Regulations, 2009 as amended.(Source: Certificate dated May 28, 2013 issued by CDSL)

3. The Acquirer hereby makes this Offer to shareholders of the Target Company (other than Promoter and Promoter Group members and parties to the SPA) to acquire Offer Shares, representing in aggregate 26 % of the Voting Share Capital of the Target Company at a price of Rs.**6**/- (Rupees Six 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. A summary of some of the salient features of the SPA which are all subject to detailed terms in the SPA, is as follows:

   a. The Seller shall sell to the Acquirer and the Acquirer shall, subject to the fulfilment of the conditions specified in Clause 3, and relying on the several representations and undertakings of the Seller hereinafter contained, purchase the Sale Shares and Promoter rights, free from all encumbrances and defects for the Purchase Price and on the terms and conditions hereinafter contained.
   b. The Seller shall give to the Acquirer the Shares which are available in DEMAT form through the way of transfer slips to Acquirer pursuant to completion of open offer.
   c. The Purchase Consideration for the Sale Shares shall be at the rate of Rs. 5.75 per Equity Share. The Acquirer shall pay the Purchase Consideration relatable to the Sale Shares acquired by such Acquirer.
   d. The Sale Shares are fully paid-up, duly authorized and free from all Encumbrances and defects in title whatsoever, except the fact that 13,00,000 Shares are under Lock in till 5th June, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009 as amended and this lock would be continued in the hands of Acquirer as per SEBI (SAST) Regulations, 2011 and SEBI (ICDR) Regulations, 2009 as amended and on Completion the Acquirer shall get a good title to the Sale Shares.

5. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.

6. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal

7. The Acquirer vide undertaking dated May 20, 2015 has confirmed 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.

8. Pursuant to the acquisition of Sale Shares of the Target Company under the SPA and in accordance with Takeover Regulations, the Acquirer will exercise effective control over the management and affairs of the Target Company, replace the Seller and remaining Promoters of the Target Company

as the new promoter of the Target Company and will hold the majority of the Equity Shares of the Target Company.

9. 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, July 17, 2015.

B) Details of the proposed Offer:

1. The Acquirer has published the DPS on Friday, June 05, 2015 which appeared in the following newspapers:

Sl. no.	**Newspapers**	**Language**	**Editions**
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

2. 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 Rs. 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**").

^ 13,00,000 equity shares are under compulsory lock-in period upto June 05, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009, as amended, and this lock would be continued in the hands of Acquirer as per regulation 40 of the SEBI (ICDR) Regulations, 2009 as amended.(Source: Certificate dated May 28, 2013 issued by CDSL)

3. Pursuant to the Open Offer, the Acquirer proposes to acquire **1688050** Equity Shares representing 26% of the fully 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. 6/- (Rupees Six 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. 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.

5. The Offer is being made to all the Shareholders of the Target Company (other than the parties to the SPA and Promoter and Promoter Group Members). All Shares validly tendered in the Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in the DPS and this Draft Letter of Offer. There shall be no discrimination in the acceptance of locked-in and non locked-in Shares in the Offer. The 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.

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 vide letter dated June 12, 2015, has confirmed that he has not acquired any Shares of Target Company after the date of PA i.e. May 29, 2015, 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. The Equity Shares of the Target Company are listed on the SME Platform of BSE only. As per Clause 42(i) of the SME listing agreement with BSE read with Rule 19A of Securities Contract (Regulation) Rules, 1957 ("SCRR"), the Target Company is required to maintain at least 25% public shareholding (i.e. Shares of the Target Company held by the public as determined in accordance with the SCRR, on a continuous basis for listing. Consequent to this Offer (assuming full acceptance in the Open Offer), if the shareholding of the Acquirer in the Target Company pursuant to the SPA exceeds the maximum permissible non public shareholding specified in the listing agreement entered into by the Target Company with the Stock Exchange, as per Rule 19A of the SCRR, for the purpose of listing on continuous basis, the Acquirer hereby undertakes that the promoter and promoter group shareholding in the Target Company will be reduced, within the time period and in the manner specified in the SCRR and Clause 42(i) of the SME Listing Agreement, such that the Target Company complies with the required minimum level of public shareholding.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. Acquisition of the Target Company will help the Acquirer to grow organically and inorganically. The Acquirer intends to take control over the Target Company and make changes in the Board of Directors of the Target Company in accordance with the provisions of Takeover Regulations and other applicable laws.

2. The Acquirer may dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and / or demerger with its group companies) and / or re-negotiation or termination of existing contractual / operating arrangements, for restructuring and / or rationalizing the assets, investments or liabilities of the Target Company and / or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The Board of Directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and shall do the same only with the prior approval of the shareholders through postal ballot.

V. BACKGROUND OF THE ACQUIRER

A. **FAYAZ USMAN FAHEED ("Acquirer")**

(a) Fayaz Usman Faheed aged 33 years, S/o Mr. Usman Fayaz is 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 Networth of Acquirer as on April 30, 2015 is Rs. 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, Old No. R-17, 6th Main Road, Annanagar, Chennai- 600040, India; Email id: kuriachannova@eth.net, *vide* certificate dated May 20, 2015.

(i) Acquirer *vide* Undertaking 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 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 the 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 **<u>1771200</u>** equity shares constituting **<u>27.28</u>**% 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 Draft Letter of Offer. Hence compliance with Chapter V of the Takeover Regulations is not applicable.

(r) Except Mrs. Samia Faheed *(spouse of the Acquirer)*, none of the other board of directors of the Target Company represent the Acquirer.

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 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).*

2. Company 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. 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.

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)*

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)*.

8. Target Company confirms that it has paid listing fees to BSE for the financial year ended March 2016.

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

10. There has been no change in the name of the Target Company during the last three years.
.
11. 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)*

12. There are no Equity Shares that are not listed on the Stock Exchange. *(Source: www.bseindia.com)*

13. **The capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

Issued and Paid-up Equity Share Capital	*Number of Equity Shares (Face Value - Rs. 10/-)/Voting Rights*	*Percentage of Equity Shares/Voting Rights*
Fully paid-up equity shares	6492500	100%
Partly paid-up equity shares		
Total paid-up equity shares		

14. Target Company confirms that it is in compliance with various clauses of extant Listing Agreement.

15. Since the Target Company got listed in the year 2013, compliance with the provisions of Chapter V of SEBI (SAST) Regulations, 2011 are applicable only for financial years 2014 & 2015. Target Company confirms that the Promoter and Promoter Group of the Target Company are in compliance with the provisions of Chapter V of SEBI (SAST) Regulations, 2011 for financial years 2014 & 2015.

16. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Sr. No.	*Name, Age and Address*	*Designation*	*DIN*	*Date of Appointment*
1.	Fayaz Usman Faheed Age: 33 years Address: No.71, First Avenue, First Cross Street,, Vettuvnkeni, ECR Road,, Chennai, 600041, Tamil	Managing Director	00252610	17/12/2014

	Nadu, India			
2.	Baskaran Sathya Prakash Age: 39 years Address: Kannagam, 22 Thilagar Street, R S Puram,, Coimbatore, 641002, Tamil Nadu, India	Independent Director	01786634	30/05/2008
3.	Kokila Gangan Age: 31 years Address: New No.E7/3, Government Staff Quaters, Aynavaram, Chennai, 600023, Tamil Nadu, India	Independent Director	05138873	10/11/2014
4.	Samia Faheed Age: 28 years Address: No.71, First Avenue, First Cross Street,, Vettuvnkeni, ECR Road,, Chennai, 600041, Tamil Nadu, India	Non Executive Director	02967081	17/12/2014

(Source: www.mca.gov.in)

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

18. Brief financial details of the Target, as obtained from its audited standalone financial statements as at and for the 12-month period ended March 31, 2015, March 31, 2014 and March 31, 2013 are as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	***March 31, 2015***	***March 31, 2014***	***March 31, 2013***
Total Income	40.35	24.21	500.45
Total Expenditure	29.37	17.65	490.00
Profit Before Depreciation Interest and Tax	10.98	6.57	10.44
Depreciation	1.58	1.41	1.76
Interest	1.59	1.16	-
Profit Before Tax	7.81	4.00	8.68
Provision for Tax	2.45	1.49	2.61
Profit After Tax	5.36	2.50	6.07
Balance Sheet Statement	***March 31, 2015***	***March 31, 2014***	***March 31, 2013***
Paid up share capital	649.25	649.25	449.25
Reserves and Surplus	271.24	265.76	183.25
Less: Miscellaneous Expenses not written off	(39.49)	(43.12)	(9.78)
Networth	**881.00**	**871.89**	**622.72**
Secured loans	-	-	-
Unsecured loans	113.30	-	-
Deferred Tax Liabilities (Net)	-	0.03	0.03
Total	**994.30**	**871.92**	**622.75**
Net fixed assets	6.05	7.63	9.04
Investments	357.38	250.35	239.04

Long Term Loans & Advances	159.21	285.00	269.00
Deferred Tax Assets (Net)	0.13	-	-
Other Current Assets	-	-	35.38
Net current assets	471.52	328.94	70.29
Total	**994.30**	**871.92**	**622.75**
Other Financial Data	***March 31, 2015***	***March 31, 2014***	***March 31, 2013***
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	0.08	0.04	0.14
Return on Net worth (%)			
Book Value per share (Rs.)	13.57	13.43	13.86

(Source: Certificate dated May 30, 2015 from M/s N Kanodia & Co. Chartered Accountants, FRN 327668E)

19. 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	^1771200	27.28	-	-	-	-	-	-
b. Promoters other than (a) above	1070400	16.49	-	-	-	-	-	-
Total (1)	**2841600**	**43.77**	-	-	-	-	-	-
(2) **Acquirer**	**-**	**-**	**1771200**	**27.28**	**1688050**	**26.00**	**3459250**	**53.28**
(3) Parties to Agreements other than (1) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirer)	3650900	56.23	-	-	-	-	^^ 3033250	46.72
Total (4)	3650900	56.23	**-**	**-**	**-**	**-**	3033250	46.72
Grand Total (1+2+3+4)	**6492500**	**100.00**	**1771200**	**27.28**	**1688050**	**26.00**	**6492500**	**100.00**

^ 13,00,000 equity shares are under compulsory lock-in period upto June 05, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009, as amended, and this lock would be continued in the hands of Acquirer as per regulation 40 of the SEBI (ICDR) Regulations, 2009 as amended.(Source: Certificate dated May 28, 2013 issued by CDSL)
^^ Upon completion of Open Offer formalities, 1070400 equity shares held by the Promoters (other than Seller) shall be provided under 'Public' category.

20. **OFFER PRICE AND FINANCIAL ARRANGEMENTS**

A) JUSTIFICATION FOR THE 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 Rs. **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;	Rs. 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	^ Rs. 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 Rs. **6**/- per equity share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.

6. The price and volume data of the Equity Shares on BSE for a period of 60 trading days immediately preceding the date of the PA, as per Regulation 8(2) of the Regulations, is set forth below:

Sr. No.	***Date***	***Weighted Average Price (WAP)- [A]***	***No. of Shares Traded- [B}***	***Product- [C]= [A]*[B]***
1	19-May-15	3.75	20000	75000
2	18-May-15	3.61	20000	72200
3	15-May-15	3.64	20000	72800
4	14-May-15	3.61	20000	72200
5	7-May-15	3.475	20000	69500
6	6-May-15	3.49	10000	34900
7	27-Apr-15	3.33	20000	66600
8	24-Apr-15	3.575	20000	71500

9	23-Apr-15	3.72	30000	111500
10	13-Apr-15	3.76	30000	112800
11	10-Apr-15	3.975	20000	79500
12	9-Apr-15	3.99	20000	79800
13	8-Apr-15	3.8	10000	38000
14	30-Mar-15	3.88	30000	116400
15	27-Mar-15	4.08	10000	40800
16	26-Mar-15	4.29	10000	42900
17	19-Mar-15	4.51	20000	90200
18	18-Mar-15	4.35	20000	87000
19	16-Mar-15	4.57	10000	45700
20	12-Mar-15	4.81	10000	48100
21	10-Feb-15	5.06	10000	50600
22	20-Jan-15	5.32	10000	53200
23	14-Jan-15	5.6	10000	56000
24	31-Dec-14	5.89	10000	58900
25	24-Dec-14	5.96	30000	178900
26	19-Dec-14	6.03	70000	421800
27	18-Dec-14	6.075	40000	243000
28	16-Dec-14	5.99	10000	59900
29	15-Dec-14	6.3	10000	63000
30	28-Nov-14	6.05	10000	60500
31	27-Nov-14	6.2	10000	62000
32	18-Nov-14	6.35	10000	63500
33	27-Oct-14	6.7	10000	67000
34	30-Sep-14	7.005	20000	140100
35	26-Sep-14	7	10000	70000
36	25-Sep-14	7.6	10000	76000
37	17-Sep-14	7.01	10000	70100
38	3-Sep-14	7.05	20000	141000
39	26-Aug-14	7.6	10000	76000
40	5-Aug-14	8.25	10000	82500
41	4-Aug-14	8.25	10000	82500
42	30-Jul-14	8.3	10000	83000
43	15-Jul-14	7.7	20000	154000
44	2-Jul-14	8.3	10000	83000
45	25-Jun-14	8.7	10000	87000
46	24-Jun-14	8.7	10000	87000
47	10-Jun-14	7.99	10000	79900
48	5-Jun-14	6.66	10000	66600
49	23-May-14	5.02	30000	150500
50	22-May-14	5.42	10000	54200
51	30-Apr-14	6.6	10000	66000
52	16-Apr-14	6.05	10000	60500

53	4-Apr-14	5.5	10000	55000
54	27-Mar-14	5.75	20000	115000
55	26-Mar-14	5.6	10000	56000
56	25-Mar-14	6	30000	180000
57	19-Mar-14	6.425	20000	128500
58	12-Mar-14	6.8	10000	68000
59	10-Mar-14	7	10000	70000
60	4-Mar-14	7.175	40000	287000
		Total	**1000000**	**5535100**

(Source: www.bseindia.com)

7. Volume weighted average market price based on the above is Rs. 5.54/- per Equity Share.

8. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.

9. 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.

10. 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. **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, old No. R-17, 6th Main Road, Annanagar, 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, old 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 Rs. **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 Rs. **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.

VII. TERMS AND CONDITIONS OF THE OFFER

1. This tendering period will commence on Tuesday, July 21, 2015 and will close on Monday, August 03, 2015.

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 Wednesday, July 07, 2015.

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** (Ten Thousand only). *(Source: www.bseindia.com)*

7. Except 13,00,000 equity shares held by the Seller which are under compulsory lock-in period upto June 05, 2016 as per Regulation 36 of SEBI (ICDR) Regulations, 2009, as amended, none of the other shares are subject to Lock-in.

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 present promoter group shareholders, parties to the Agreements and Acquirer) whose names appear in register of Target Company as on Wednesday, July 07, 2015 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 present promoter group Shareholders, parties to the Agreements and the 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 is open.

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 DLOF, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

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. The Acquirer, in terms of Regulation 23 of Takeover Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made in the same newspapers in which this PA is being made.

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 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.

6. Subject to the receipt of statutory and other approvals, the Acquirer shall complete all procedures relating to this Offer within 10 working days from the date of closure of the tendering period to those Shareholders whose share certificates and/ or other documents are found valid and in order and are accepted for acquisition by the Acquirer.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. The Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be mailed to the Shareholders, (other than the parties to the SPA and Promoters) whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on Wednesday, July 07, 2015, i.e. the Identified Date.

2. The Shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from the SEBI website at www.sebi.gov.in.

3. The Shareholders who wish to accept this Offer can hand-deliver the Form of Acceptance-cum-Acknowledgement along with the other documents required to accept this Offer, at 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, so as to reach the Registrar to the Offer during Business Hours on all Working Days or before 5:00 pm on Monday, August 03, 2015, i.e., Closure of the tendering period, in accordance with the procedure as set out in this Letter of Offer. Note: Business Hours: Monday to Friday 10:00 AM to 5:00 PM, except public holidays

4. The Equity Shares and all other relevant documents should only be sent to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer, or the Target Company.

5. Applicants who cannot hand deliver their documents at the collection center referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at its address: 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, so as to reach the Registrar to the Offer on or before 5:00 pm on Monday, August 03, 2015 i.e. Closure of the tendering period.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM:

1. The Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer will be required to duly complete, sign and send the Form of Acceptance-cum-Acknowledgement in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer. Original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement along with self attested copy of PAN Card of all the transferors are required to be submitted.

2. Valid transfer deed(s) should be duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. Notwithstanding that the signature(s) of the transferor(s) has been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such Equity Shares are liable to be rejected in this Offer.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

1. Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum- Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.

2. The Registrar to the Offer has opened a special depository account with R R S Shares & Stock Brokers Private Limited called "**PSIPL Escrow A/c- Onesource Tech Open Offer**" ("**Depository Escrow Account**"). The Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

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. It is the sole responsibility of the Shareholders to ensure credit of their Equity Shares in the Depository Escrow Account, on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period.

4. The Shareholders having their beneficiary account in NDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with CDSL.

5. The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the tendering period is liable to be rejected.

6. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance cum- Acknowledgement.

SHAREHOLDERS WHO HAVE SENT THEIR EQUITY SHARES FOR DEMATERIALIZATION:

1. The Shareholders who have sent their Equity Shares for dematerialization, who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Shareholder's DP, in accordance with the instructions mentioned in paragraph above. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein by the sole/joint Shareholder(s) whose name appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.

2. Such Shareholders need to ensure that the process of getting their Equity Shares dematerialized is completed in time for the credit in the Depository Escrow Account, to be received on or before

5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period, or else their application will be rejected. Alternatively, if the Equity Shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Equity Share certificate(s) in this Offer as per the procedure mentioned in paragraph above.

3. Unregistered Shareholders can also send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, together with the original Equity Share certificates, valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their Equity Shares, either by hand delivery or by registered post, so that the same are received on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period. Valid share transfer deed(s), as received from the market, duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self attested copy of PAN card of all the transferees, should be submitted along with the application. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance. An additional valid share transfer deed should be duly signed by the unregistered owner(s) as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. No indemnity is required from the unregistered Shareholders. In case the Equity Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the Equity Share certificate(s) and the transfer deed(s). The Shareholders should ensure that the Equity Share certificate(s) and above documents reach the designated collection centre on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period.

4. The Shareholders should also provide all relevant documents, which are necessary to ensure transfer of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

    a. duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original Shareholder is no more;
    b. duly attested power of attorney if any person apart from the Shareholder has signed the application form and/or transfer deeds;
    c. in case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
    d. banker's certificate certifying inward remittances of funds for acquisition of Equity Shares; and
    e. any other relevant documents.

5. In case of non-receipt of the Letter of Offer, the eligible persons may send their acceptance to this Offer to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, together with the documents as mentioned above so as to reach the Registrar to the Offer on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period, or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Offer, on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period. In case of physical Equity Shares, original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The Shareholders who have lodged their Equity Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the Equity Shares. Shareholders who have sent their

Equity Shares for dematerialization/re-materialization need to ensure that the process of getting Equity Shares dematerialized/rematerialized is completed well in time so that the credit in the Depository Escrow Account is received or physical Equity Share certificates are received by the Registrar to the Offer on or before 5:00 pm on Monday, August 03, 2015, i.e. Closure of the tendering period, else their application would be rejected.

6. If the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or 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 accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under general permission and whether on repatriable or non repatriable basis. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Apart from the above mentioned corporate approvals, as of the date of the Letter of Offer, the Acquirer is not aware of any statutory approvals required by the Acquirer to complete this Offer or for effecting the transactions contemplated under the Share Purchase Agreement.

7. In case of delay in receipt of any statutory approvals, which may be required by the Acquirer at a later date, 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 Offer, subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all the Shareholders, the Acquirer will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

8. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Form of Acceptance cum- Acknowledgment in respect of the Equity Shares that are the subject of litigation, wherein the Shareholders may be prohibited from transferring their Equity Shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered in this Offer. The Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

9. The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account, the Form of Acceptance-cum-Acknowledgement, if any, the transfer form(s) and other documents submitted on behalf of the Shareholders whose Equity Shares have been validly accepted in this Offer, till completion of formalities relating to this Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of the Equity Share certificates from the Target Company.

10. If the aggregate valid responses to this Offer by the Shareholders are more than the Equity Shares agreed to be acquired in this Offer, then the offers received from the Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer, 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 the Equity Shares from a Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot of the Target Company is 10000 Equity Shares. *(Source: BSE website)*

11. Unaccepted Equity Share certificates, transfer deeds and other documents, if any, will be returned by registered / speed post at the Shareholders'/unregistered Shareholders' sole risk to the sole/first Shareholder. The unaccepted Equity Shares held in dematerialized form will be credited back to the same account from which they were tendered. It will be the responsibility of the Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. The Shareholders holding the Equity Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their

DP account. It is advised that the demat account is maintained till the completion of the formalities relating to this Offer.

12. Payment to those Shareholders whose Equity Shares and other documents are found valid and in order and are approved by the Acquirer, will be by way of a bankers' cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS, so as to avoid fraudulent encashment in transit. In case of the Shareholder(s) holding the Equity Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at its own risk). For Equity Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars and not from any details provided in the Form of Acceptance cum Acknowledgement. The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered in this Offer and (i) any corresponding payment for the acquired Equity Shares; and/or (ii) the Equity Share certificates for any rejected Equity Shares, will be dispatched to the Shareholders by registered / speed post or by ordinary post as the case may be*, at the Shareholder's sole risk. The Equity Shares held in dematerialized form to the extent not acquired will be credited back to the same account from which they were tendered.

[Dispatches involving payment of a value in excess of Rs. 1,500 will be made by registered /speed post at the Shareholder's sole risk. All other dispatches will be made by ordinary post at the Shareholder's sole risk.]*

13. For Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through NECS / NEFT / RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Shareholder's sole risk.

14. All bankers' cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the Shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.

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 May 20, 2015 issued by Mr. V. P. Kuriachan, Partner, Kuriachan & Nova, Chartered Accountants *(Membership No. 025662; FRN: 006064S)*, certifying the net worth of the Acquirer;

- Certificate dated May 20, 2015 issued by Mr. V. P. Kuriachan, Partner, Kuriachan & Nova, Chartered Accountants *(Membership No. 025662; FRN: 006064S)*, confirming that the Acquirer has adequate financial resources available for meeting his obligations under the Open Offer;

- Annual reports of Target Company for the financial years ending March 31, 2014 and March 31, 2013;

- Audited Financials of the Target Company for the year ended March 31, 2015;

- Letter from Axis Bank Limited dated May 30, 2015 confirming the cash deposit of Rs. 25,50,000/- (Rupees Twenty Five Lacs Fifty Thousand only) in the Escrow Account with a lien marked in favour of the Manager to the Offer;

- Share Purchase Agreement - between Acquirer and Seller dated May 29, 2015;

- Copy of Escrow Agreement between the Acquirer, Manager to the Offer and Escrow Bank;

- Copy of Client Master List for opening a Special Depository Account for the purpose of the Offer.

- A copy of Public Announcement dated May 29, 2015, published copy of the Detailed Public Statement – dated June 04, 2015;

- 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 and the Seller, the Acquirer has relied on the information provided by the Target Company and/ or the Seller and has not independently verified the accuracy of details of the Target Company and/ or the Seller. 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 responsible for ensuring compliance with the Takeover Regulations.

FAYAZ USMAN FAHEED

Sd/-

No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road,
Chennai, 600041, Tamil Nadu, India
Email: faheedusman@gmail.com

Place: Mumbai
Date: June 12, 2015

Encl: 1) Form of Acceptance-cum-Acknowledgement