PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

ONESOURCE TECHMEDIA LIMITED

[Company Identification Number: L72900TN2008PLC067982**]**

UNDER REGULATIONS 3(1) AND 4 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 16,88,050 (SIXTEEN LACS EIGHTY EIGHT THOUSAND FIFTY ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE TOTAL SHARE CAPITAL OF ONESOURCE TECHMEDIA LIMITED ("TARGET COMPANY") ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER ("VOTING SHARE CAPITAL"), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF RS. 6/- PER EQUITY SHARE BY MR. FAYAZ USMAN FAHEED, ('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 OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS READ WITH REGULATION 15(1) OF THE TAKEOVER REGULATIONS.

1) OFFER DETAILS

1.1 **Offer Size:** The Acquirer hereby makes this Open Offer to all the Public Shareholders of the Target Company, other than the Acquirer and Promoters of the Target Company, to acquire up to **16,88,050** (Sixteen Lacs Eighty Eight Thousand Fifty Only) fully paid equity shares of the Target Company, of face value of Rs. **10**/- each (each an "**Offer Share**") representing **26**% (Twenty Six per cent) of the Voting Share Capital (**64,92,500** Equity Shares being the total paid up capital of the Target Company as of the 10th working day from the closure of the tendering period), at a price of Rs. **6** (Indian Rupees Six only) per Offer Share ("**Offer Price**") aggregating to Rs. **1,01,28,300** (Indian Rupees One Crore One Lac Twenty Eight Thousand Three Hundred Only),(the "**Offer Size**"), subject to the terms and conditions mentioned in this Public Announcement ("**PA**"), the Detailed Public Statement ("**DPS**") and the letter of offer that may be issued in accordance with the Takeover Regulations.

1.2 **Offer Price/ Consideration:** Rs. **6**/-per Offer Share of face value of Rs. 10 each, is calculated in accordance with Regulation 8 of the Takeover Regulations, aggregating to a consideration of Rs. **1,01,28,300** (Indian Rupees One Crore One Lac Twenty Eight Thousand Three Hundred Only), assuming full acceptance in the Open Offer.

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

1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations.

1.5 There are no Persons Acting in Concert.

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 **<u>17,71,200</u>** Equity Shares through Share Purchase Agreement dated May 29, 2015 ("**SPA**") entered into between the Acquirer and S K B Finance Limited ("**Seller**")	^ 17,71,200	27.28	10184400	Cash	3(1) & 4 of the Takeover Regulations

^ 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) ACQUIRERS~~/ PAC~~

Details	**Acquirer**	**Total**
Name of Acquirer~~/PAC(s)~~	Mr. Fayaz Usman Faheed	1
Address/~~Registered Office~~	No.71, First Avenue, First Cross Street, Vettuvnkeni, ECR Road, Chennai, 600041, Tamil Nadu, 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	Not Applicable	-
Pre Transaction shareholding • Number	NIL	NIL

• % of total share capital	NIL	NIL
Proposed shareholding after the acquisition of shares which triggered the Open Offer	^ 17,71,200 shares; 27.28%	^ 17,71,200 shares; 27.28%
Any other interest in the TC	Acquirer is the Managing Director of the Target Company. He is entitled to receive remuneration for the services rendered to the Target Company in capacity of Managing Director. The Acquirer has also advanced interest free 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.	

^ 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)

4) DETAILS OF SELLING SHAREHOLDER

Name of the Selling Shareholder	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholder			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
S K B Finance Limited	Yes	^ 17,71,200	27.28	**NIL**	**NIL**
Total		**17,71,200**	**27.28**		

^ 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)

5) TARGET COMPANY

5.1 **Name:** Onesource Techmedia Limited

5.2 **Company Identification Number:** L72900TN2008PLC067982

5.3 **Registered Office:** Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai, Tamil Nadu- 600008

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

6) OTHER DETAILS

6.1 The details of the open offer would be published in the newspapers vide a Detailed Public Statement ("**DPS**") on or before June 05, 2015 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 conditions 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
[Company Identification Number: U67120MH2007PTC166711]
605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059;
Tel. No.: +91 22 4082 0917; **Fax No.:** +91 22 4082 0999; **Email id:** openoffers@saffronadvisor.com;
Website: www.saffronadvisor.com; **Investor grievance:** investorgrievance@saffronadvisor.com;
SEBI Registration Number: INM 000011211; **Contact Person:** Amit Wagle

ACQUIRER

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

Sd/-

Place: Mumbai
Date: May 29, 2015