

**POST-OPEN OFFER REPORT UNDER REGULATION 27 (7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**POST OPEN OFFER REPORT**

**IN RESPECT OF OPEN OFFER MADE BY MR. FAYAZ USMAN FAHEED TO ACQUIRE SHARES OF ONESOURCE TECHMEDIA LIMITED**

**A. NAMES OF THE PARTIES INVOLVED**

|    |                                                   |                                             |
|----|---------------------------------------------------|---------------------------------------------|
| 1. | Target Company (TC)                               | Onesource Techmedia Limited                 |
| 2. | Acquirer                                          | Mr. Fayaz Usman Faheed                      |
| 3. | Persons acting in concert with Acquirers (PAC(s)) | NA                                          |
| 4. | Manager to the Open Offer                         | Saffron Capital Advisors Private Limited    |
| 5. | Registrar to the Open Offer                       | Purva Shareregistry (India) Private Limited |

**B. DETAILS OF THE OFFER**

- Whether conditional offer: NO
- Whether voluntary offer: NO
- Whether competing offer: NO

**C. ACTIVITY SCHEDULE**

| Sr. No. | Activity                                                                                 | Due dates as specified in the SAST Regulations- Original in Draft Letter of Offer | Revised dates in Letter of Offer | Actual Dates  |
|---------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------|---------------|
| 1.      | Date of the public announcement (PA)                                                     | May 29, 2015                                                                      | May 29, 2015                     | May 29, 2015  |
| 2.      | Date of publication of the Detailed Public Statement (DPS)                               | June 05, 2015                                                                     | June 05, 2015                    | June 05, 2015 |
| 3.      | Date of filing of draft letter of offer (LOF) with SEBI                                  | June 12, 2015                                                                     | June 12, 2015                    | June 12, 2015 |
| 4.      | Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE) |                                                                                   |                                  |               |



|     |                                                                                        |                 |                   |                   |
|-----|----------------------------------------------------------------------------------------|-----------------|-------------------|-------------------|
| 5.  | Date of receipt of SEBI comments                                                       | July 03, 2015   | October 14, 2015  | October 14, 2015  |
| 6.  | Date of dispatch of LOF to the shareholders / custodian in case of Depository Receipts | July 14, 2015   | October 26, 2015  | October 26, 2015  |
| 7.  | Dates of price revisions / offer revisions (if any)                                    | July 16, 2015   | October 28, 2015  | NA                |
| 8.  | Date of publication of recommendation by the independent directors of the TC           | July 17, 2015   | October 29, 2015  | October 29, 2015  |
| 9.  | Date of issuing the offer opening advertisement                                        | July 20, 2015   | October 30, 2015  | October 30, 2015  |
| 10. | Date of commencement of the tendering period                                           | July 21, 2015   | November 02, 2015 | November 02, 2015 |
| 11. | Date of expiry of the tendering period                                                 | August 03, 2015 | November 17, 2015 | November 17, 2015 |
| 12. | Date of making payments to shareholders / return of rejected shares                    | August 17, 2015 | December 02, 2015 | November 20, 2015 |

## D. DETAILS OF THE PAYMENT CONSIDERATION IN THE OPEN OFFER

(Value in Rs Lakhs)

| Sl. No. | Item                                                                                                                                                                                                                                                   | Details |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| 1.      | <b>Offer Price</b> for fully paid shares of TC (Rs. per share)                                                                                                                                                                                         | Rs. 6/- |
| 2.      | <b>Offer Price</b> for partly paid shares of TC, if any                                                                                                                                                                                                | NA      |
| 3.      | <b>Offer Size</b> (no. of shares x offer price per share)                                                                                                                                                                                              | 12      |
| 4.      | <b>Mode of payment of consideration</b> (cash or shares or secured listed debt instruments or convertible debt securities or combination)                                                                                                              | Cash    |
| 5.      | <b>If mode of payment is other than cash, i.e. through shares / debt or convertibles:</b>                                                                                                                                                              |         |
| a.      | <b>Details of offered security</b> <ul style="list-style-type: none"> <li>Nature of the security (shares or debt or convertibles)</li> <li>Name of the company whose securities have been offered</li> <li>Salient features of the security</li> </ul> | NA      |
| b.      | <b>Swap Ratio</b> (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)                                                                                                                                            | NA      |



## E. DETAILS OF MARKET PRICE OF THE SHARES OF TC

1. Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC

**Equity Shares of TC are listed only on BSE and are frequently traded.**

| 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                                               |

2. Details of Market Price of the shares of TC are the aforesaid Stock Exchange in the following format:

| Sl. No. | Item                                                                                                                           | Date                                                                                                    | Rs. per share                                                                     |
|---------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 1.      | 1 trading day prior to the PA date                                                                                             | 28-May-15                                                                                               | As per BSE Records, there has been no trading of shares for the concerned period. |
| 2.      | On the date of PA                                                                                                              | 29-May-15                                                                                               |                                                                                   |
| 3.      | On the date of commencement of the tendering period.                                                                           | 02-Nov-15                                                                                               |                                                                                   |
| 4.      | On the date of expiry of the tendering period                                                                                  | 17-Nov-15                                                                                               |                                                                                   |
| 5.      | 10 days after the last date of the tendering period.                                                                           | 27-Nov-15                                                                                               |                                                                                   |
| 6.      | Average market price during the tendering period ( <i>viz. Average of the volume weighted market prices for all the days</i> ) | As per BSE Records, there has been no trading of shares for the concerned period. Hence not applicable. |                                                                                   |

## F. DETAILS OF ESCROW ARRANGEMENTS

1. Details of creation of Escrow account, as under

| Date(s) of creation | Amount (Rs Lakhs) | Form of escrow account (Cash or Bank guarantee (BG) or Securities).<br>(In case escrow consists of BG or securities, at least 1 % consideration is to be deposited in cash; the same may be indicated separately.) |
|---------------------|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                     |                   |                                                                                                                                                                                                                    |



|                |              |       |      |
|----------------|--------------|-------|------|
| Escrow account | May 21, 2015 | 25.50 | Cash |
|----------------|--------------|-------|------|

2. For such part of escrow account, which is in the form of cash, give following details :

- Name of the Bank: **Axis Bank Ltd, Vile Parle, Mumbai**
- Indicate when, how and for what purpose the amount deposited in escrow account was released, as under

| Release of escrow account                     |                   |                                                                                                                    |
|-----------------------------------------------|-------------------|--------------------------------------------------------------------------------------------------------------------|
| Purpose                                       | Date              | Amount (Rs Lakhs)                                                                                                  |
| Transfer to Special Escrow Account, if any    | November 19, 2015 | 12.00 [amount was transferred to Special Escrow A/c for the purpose of making payments to successful shareholders] |
| Amount released to Acquirer                   |                   |                                                                                                                    |
| • Upon withdrawal of Offer                    | -                 | -                                                                                                                  |
| • Any other purpose (to be clearly specified) | -                 | -                                                                                                                  |
| • Other entities on forfeiture                | -                 | -                                                                                                                  |

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details

**For Bank Guarantee**

| Name of Bank | Amount of Bank Guarantee | Date of creation/ revalidation of guarantee | Validity period of Bank Guarantee | Date of Release if applicable | Purpose of release |
|--------------|--------------------------|---------------------------------------------|-----------------------------------|-------------------------------|--------------------|
| NA           |                          |                                             |                                   |                               |                    |

**For Securities**

| Name of company whose security is deposited | Type of security | Value of securities as on date of creation of escrow account | Margin considered while depositing the securities | Date of Release if Applicable | Purpose of release |
|---------------------------------------------|------------------|--------------------------------------------------------------|---------------------------------------------------|-------------------------------|--------------------|
| NA                                          |                  |                                                              |                                                   |                               |                    |



## G. DETAILS OF RESPONSE TO THE OPEN OFFER

| Shares proposed to be Acquired |                                        | Shares tendered |             | Response level ( no of times) | Shares accepted |                | Shares rejected  |         |
|--------------------------------|----------------------------------------|-----------------|-------------|-------------------------------|-----------------|----------------|------------------|---------|
| No                             | % to total diluted share capital of TC | No              | % w.r.t (A) | ( C ) / ( A )                 | No.             | % w.r.t ' (C ) | No = ( C ) - (E) | Reasons |
| A.                             | B.                                     | C.              | D.          | E.                            | F.              | G.             | H.               | I.      |
| 1688050                        | 26                                     | *200000         | 11.85       | 0.12                          | *<br>200000     | 100            | NIL              | NA      |

\* As per certificate received from Registrar to the Open Offer

## H. PAYMENT OF CONSIDERATION

| Due date for paying consideration to shareholders whose shares have been accepted | Actual date of payment of consideration | Reasons for delay beyond the due date |
|-----------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------|
| December 02, 2015                                                                 | November 20, 2015                       | NA                                    |

- Details of special escrow account where it has been created for the purpose of payment to shareholders.
- Name of the concerned Bank: **Axis Bank Ltd, Vile Parle, Mumbai**
- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted:

| Mode of paying the consideration | No. of Shareholders | Amount of Consideration (Rs lakhs) |
|----------------------------------|---------------------|------------------------------------|
| RTGS                             | 1                   | 12.00                              |
| <b>Total</b>                     | <b>1</b>            | <b>12.00</b>                       |

## I. PRE AND POST OFFER SHAREHOLDING OF THE ACQUIRER / PAC in TC

| Shareholding of acquirer and PACs | No of shares | % of total share capital of TC as on closure of tendering period* |
|-----------------------------------|--------------|-------------------------------------------------------------------|
| 1. Shareholding before PA         | NIL          | NIL                                                               |



|    |                                                                                                                                                                                  |         |       |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-------|
| 2. | Shares proposed to be acquired by way of an agreement, if applicable                                                                                                             | 1771200 | 27.28 |
| 3. | Shares acquired after the PA but before 3 business days prior to commencement of tendering period.<br>- Through market purchases<br>- Through negotiated deals/ off market Deals | NIL     | NIL   |
| 4. | Shares acquired in the open offer                                                                                                                                                | 200000  | 3.08  |
| 5. | Shares acquired during exempted 21 day period after offer (if applicable)                                                                                                        | NIL     | NIL   |
| 6. | Post - offer shareholding                                                                                                                                                        | 1971200 | 30.36 |

**J. GIVE FURTHER DETAILS, AS UNDER, REGARDING THE ACQUISITIONS MENTIONED AT POINTS 3 OF THE ABOVE TABLE -**

|    |                                                                                              |    |
|----|----------------------------------------------------------------------------------------------|----|
| 1. | Name(s) of the entity who acquired the shares                                                | NA |
| 2. | Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC. |    |
| 3. | No of shares acquired per entity                                                             |    |
| 4. | Purchase price per share                                                                     |    |
| 5. | Mode of acquisition                                                                          |    |
| 6. | Date of acquisition                                                                          |    |
| 7. | Name of the Seller in case identifiable                                                      |    |

**K. PRE AND POST OFFER SHAREHOLDING PATTERN OF THE TARGET COMPANY**

|    | Class of entities                                                             | Shareholding in a TC |            |                      |            |
|----|-------------------------------------------------------------------------------|----------------------|------------|----------------------|------------|
|    |                                                                               | Pre- offer           |            | Post offer (Actuals) |            |
|    |                                                                               | No.                  | %          | No.                  | %*         |
| 1. | Acquirer                                                                      | NIL                  | NIL        | 1971200              | 30.36      |
| 2. | Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer) | 2841600              | 43.77      | NIL                  | NIL        |
| 3. | Sellers if not in 1 and 2                                                     | NA                   | NA         | NA                   | NA         |
| 4. | Other Public Shareholders                                                     | 3650900              | 56.23      | 4521300              | 69.64      |
|    | <b>TOTAL</b>                                                                  | <b>6492500</b>       | <b>100</b> | <b>6492500</b>       | <b>100</b> |

**L. DETAILS OF PUBLIC SHAREHOLDING IN TC**

|    |                                                                                                |         |         |
|----|------------------------------------------------------------------------------------------------|---------|---------|
| 1. | Indicate the minimum public shareholding the TC is required to maintain for continuous listing | 1623125 | 1623125 |
| 2. | Indicate the actual public                                                                     | 3650900 | 4521300 |



|                                                                                                                                                                                    |  |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| shareholding and if it has fallen below the minimum public shareholding limit, delineate the further steps which will be taken in accordance with the disclosures given in the LOF |  |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|

**M. Other relevant information, if any**

For Saffron Capital Advisors Private Limited

Amit Wagle

Vice President

Date: November 28, 2015

Place: Mumbai

