

# SDC TECHMEDIA LIMITED

[Formerly known as Onesource Techmedia Limited]

Registered Office: 33/1, Wallajah Road, Chepauk Chennai- 600002, Tamil Nadu, India. Tel: +91-44- 2854 5757;  
Email: info@sdctech.in; Website: www.sdctech.in; CORPORATE IDENTIFICATION NUMBER: L72900TN2008PLC067982

This Advertisement is being issued by Saffron Capital Advisors Private Limited, on behalf of Mr. Jose Charles Martin ("Acquirer") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 in respect of the open offer to acquire shares of the **SDC Techmedia Limited [Formerly Known as Onesource Techmedia Limited]** ("Target Company") ("Offer"). The Detailed Public Statement with respect to the aforementioned offer was published on December 11, 2019 in Financial Express (English National Daily), Jansatta (Hindi National Daily) Mumbai Lakshdeep (Marathi Daily) and Makkal Kural (Registered Office of the Company). Subsequently, corrigendum to DPS was published on March 26, 2020 ("Corrigendum") in the same newspapers (except Marathi newspaper) in which the DPS was published. Corrigendum in Marathi newspaper was published on March 27, 2020 in Navshakti since Mumbai Lakshdeep suspended its total operations till March 31, 2020. **As a result all future advertisements so far as it pertains to Marathi newspaper shall be published in Navshakti. Public shareholders are requested to note this change.**

**The shareholders of the Target Company are requested to kindly note the following:**

- Offer Price is Rs. 14/- (Rupees Fourteen Only) per Equity Share. There has been no upward revision in the Offer Price.
- Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company has recommended that the Offer is fair and reasonable and in line with the SEBI (SAST) Regulations. Further, IDC is of the view that the Offer Price is in line with the parameters prescribed by SEBI in the SEBI (SAST) Regulations. The IDC's recommendation was published on March 27, 2020 in the same newspapers in which the DPS was published.
- The Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations.
- Considering the complete lock down in Mumbai due to Covid-19, the Letter of Offer ("LoF") dated March 16, 2020, was emailed to all the public shareholders holding Equity Shares as on the Identified Date, March 16, 2020 and have registered their email ids. The remaining public shareholders may kindly download the LoF either from the websites of Manager to the Offer, www.saffronadvisor.com, BSE Limited, www.bseindia.com, SEBI, www.sebi.gov.in.
- Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" at page 25 of the LoF in relation to inter alia the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein.
- Please note that a copy of the LoF will also be available on SEBI's website (www.sebi.gov.in).
- Instructions for Public Shareholders:
  - In case of Equity Shares held in physical form:** a) As per the proviso to Regulation 40(1) of the SEBI (LODR) Regulations (as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. **ACCORDINGLY, THE PUBLIC SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM AND ARE DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE OPEN OFFER CAN DO SO ONLY AFTER THE EQUITY SHARES ARE DEMATERIALIZED. SUCH PUBLIC SHAREHOLDERS ARE ADVISED TO APPROACH ANY DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.**
  - In case of Equity Shares held in dematerialized form:** An Eligible person may participate in the Open Offer by approaching their broker/selling member and tender shares in the open offer as per the procedure as mentioned in the LoF along with other details. **The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance.**
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on December 18, 2019. All observations received from SEBI by way of their letter no. SEBI/HO/CFD/DCR2/OW/P/2020/9061/1 dated March 12, 2020 in terms of Regulation 16(4) of the SEBI (SAST) Regulations have been incorporated in the LoF.
- There have been no other material changes in relation to the Offer, since the date of the public announcement on December 06, 2019, save as otherwise disclosed in the DPS and Corrigendum.
- Schedule of Activities:**

| Activity   | Day and Date [Original]      | Day and Date [Revised]       |
|--|------------------------------|------------------------------|
| Public Announcement (PA)   | Friday, December 06, 2019    | Friday, December 06, 2019    |
| Publication of DPS in the newspapers   | Friday, December 13, 2019    | Wednesday, December 11, 2019 |
| Filing of the draft letter of offer with SEBI  | Friday, December 20, 2019    | Wednesday, December 18, 2019 |
| Last date for a competitive bid  | Monday, January 06, 2020     | Thursday, January 02, 2020   |
| Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer) | Monday, January 13, 2020     | Thursday, March 12, 2020     |
| Identified Date*   | Wednesday, January 15, 2020  | Monday, March 16, 2020       |
| Letter of Offer to be dispatched to shareholders   | Wednesday, January 22, 2020  | Monday, March 23, 2020       |
| Last date for revising the Offer price/ number of shares   | Tuesday, January 28, 2020    | Monday, March 30, 2020       |
| Last Date by which the committee of the independent directors of the Target Company shall give its recommendation  | Monday, January 27, 2020     | Friday, March 27, 2020       |
| Date of publication of Offer Opening Public Announcement   | Tuesday, January 28, 2020    | Monday, March 30, 2020       |
| Date of commencement of Tendering Period (Offer Opening Date)  | Wednesday, January 29, 2020  | Tuesday, March 31, 2020      |
| Date of Expiry of Tendering Period (Offer Closing Date)  | Tuesday, February 11, 2020   | Friday, April 17, 2020       |
| Last Date for completion of all requirements including payment of consideration  | Wednesday, February 26, 2020 | Monday, May 04, 2020         |

\* 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 Acquirer and Promoter and Promoter group shareholders of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer

Capitalised terms used but not defined in this Advertisement shall have the same meanings assigned to such terms in the Public Announcement and/or DPS and/or LoF and/or Corrigendum. The Acquirer accept full responsibility for the information contained in this Advertisement and also for the obligations of the Acquirers as laid down in SEBI (SAST) Regulations. This Advertisement will also be available on SEBI's website at www.sebi.gov.in

Issued by the Manager to the Offer on behalf of the Acquirer



**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED**

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Investor grievance: investorgrievance@saffronadvisor.com

SEBI Registration Number: INM 000011211

Validity of Registration: Permanent

Contact Person: Amit Wagle/Gaurav Khandelwal

Place: Coimbatore

Date: March 27, 2020