

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

Recommendations of the Committee of Independent Directors ("IDC") of SDC Techmedia Limited ("Target Company") in relation to the open offer ("Offer") made by Mr. Jose Charles Martin ("Acquirer"), to the public shareholders of the Target Company ("Shareholders") under Regulations 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Take over Regulations").

Date	March 26, 2020
Name of the Target Company Details of the Offer pertaining to Target Company	SDC Techmedia Limited The Offer is being made by the Acquirer in terms of Regulation 3(2) of the Regulations for acquisition of up to 16,90,000 (Sixteen Lacs Ninety Thousand Only) fully paid-up Equity Shares of face value of Rs. 10 each (" Equity Shares "), representing 26.03% of the Total Voting Share Capital of the Target Company from the eligible shareholders of the Target Company for cash at a price of Rs. 14/- per equity share (the ' Offer ').
Name of the acquirer and PAC with the acquirer	Acquirer- Mr. Jose Charles Martin There are no PAC(s) with the Acquirer for the purpose of Open Offer.
Name of the Manager to the offer	Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059, India Tel. No.: +91 22 4082 0914-915, Fax No.: +91 22 4082 0999 Email id: openoffers@saffronadvisor.com; Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com SEBI Registration Number: INM 000011211 Contact Person: Amit Wagle/ Gaurav Khandelwal
Members of the Committee of Independent Directors (IDC)	1. Baskaran Sathya Prakash Independent Director (DIN): 01786634 2. Vasudevan Sridharan Independent Director (DIN): 07487245 Chairman of IDC: - Mr. Vasudevan Sridharan
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	All IDC Members are directors of the Target Company. Except for being directors of the company, they have no other relationship with the target company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	None of the IDC Members have traded in the equity shares of Target Company during 12 months prior to the date of the Public Announcement of the Offer on December 06, 2019
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members holds any contracts, nor have any relationship with the Acquirer.
Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable, since Acquirer is individual.
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	Based on the review, IDC Members believe that the Offer is fair and reasonable and in line with the Regulations.
Summary of reasons for recommendation	IDC Members have reviewed a) Public Announcement ("PA") dated December 06, 2019; b) Detailed Public Statement ("DPS") published on December 11, 2019; c) Draft Letter of Offer ("DLOF") dated December 17, 2019; d) Letter of Offer ("LOF") dated March 16, 2020; and e) Corrigendum to DPS (CDPS) published on March 26, 2020. Based on review of PA, DPS, CDPS, DLOF and LOF, the IDC Members are of the view that the Offer price is in line with the parameters prescribed by SEBI in the Regulations.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Regulations.

For and on behalf of the Committee of Independent Directors of

SDC Techmedia Limited

Sd/-

Vasudevan Sridharan

Chairman of IDC

Place: Chennai

Date: March 26, 2020

Size: 12x21 cm