

October 13, 2021

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Sub: Proposed Open Offer by Vibhu Maurya (“**Acquirer**”) to acquire upto **8,00,000** equity shares of Rs.10/- each for cash at a price of **₹ 16.00/-** plus an interest component (*as stated in public announcement*) aggregating upto **Rs.1,28,00,000** (excluding interest) (Indian Rupees One Crore Twenty Eight Lacs Only) to the public shareholders of OneSource Ideas Venture Limited (“**Target Company**”) in accordance with the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”) (“**Open Offer**”).

Dear Sir,

We have been appointed as ‘Manager’ to the captioned Open Offer by the Acquirer in terms of regulation 12(1) of the Takeover Regulations. In this regard, we are enclosing the following for your kind reference and records:

1. A copy of Public Announcement dated October 13, 2021 (“PA”).

We will arrange to submit the covering letter along with hard copy of PA once our office resumes. We request you to kindly consider the attachments as good compliance and disseminate the information.

In case of any clarification required, please contact the undersigned on (D) 9619691801, Email – varsha@saffronadvisor.com



Varsha Gandhi
Manager
Equity Capital Markets

PUBLIC ANNOUNCEMENT PURSUANT TO REGULATIONS 3(1) AND 4, READ WITH REGULATION 13, REGULATION 14 & REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED) (SEBI (SAST) REGULATIONS).

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ONESOURCE IDEAS VENTURE LIMITED

Open Offer for acquisition of up to 8,00,000 (Eight Lacs) fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) each of Onesource Ideas Venture Limited (“Target Company”), representing 26.02% of the Voting Share Capital (as defined below), to the Public Shareholders (as defined below) of the Target Company by Vibhu Maurya (“Acquirer”) pursuant to and in compliance with the requirements of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended (“SEBI (SAST) Regulations”) (“Offer or “Open Offer”).

This Public Announcement (“PA” or “Public Announcement”) is being issued by Saffron Capital Advisors Private Limited, the Manager to the Open Offer (“Manager”), for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to, and in compliance with Regulation 3(1) and Regulation 4, read with Regulations 13, 14 and 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

“**Shares**” means fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) of the Target Company.

“**Public Shareholders**” means all the equity shareholders of the Target Company other than (i) the Acquirer, (ii) the parties to the Share Purchase Agreement (“SPA”) (defined below for the sale of Equity Shares of the Target Company) and (iii) persons deemed to be acting in concert with parties at (i) and (ii) above, in compliance with the provisions of Regulation 7(6) of the Takeover Regulations.

“**Sale Shares**” means 12,30,374 equity shares constituting 40.01% of the paid-up share capital.

“**Sellers**” shall mean, the existing members of the promoter and promoter group of the Target Company namely, B P Jhunjunwala & Others HUF (“Seller 1”) and Mala Jhunjunwala (“Seller 2”).

“**Tendering period**” has the meaning ascribed to it under SEBI (SAST) Regulations.

1) OFFER DETAILS

Voting Share Capital	means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10 th (Tenth) working day from the closure of the Tendering period for the Offer.
Offer Size	Up to 8,00,000 (Eight Lacs) fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) each of the Target Company (Offer Shares), constituting 26.02% of the Voting Share Capital of the Target Company, subject to the terms and conditions in this PA, the Detailed Public Statement (DPS) and the Letter Of Offer (LOF) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

^Offer Price / Consideration	The Open Offer is being made at a price of ₹ 16 (Rupees Sixteen only) plus an ^interest component of ₹ 7.39 (Rupees Seven & paise thirty nine only) per Equity Share, determined in accordance with Regulation 8 of the SEBI (SAST) Regulations (“Offer Price”). Assuming full acceptance, the total consideration payable by the Acquirer under the Open Offer (excluding interest component) at the Offer Price aggregates to ₹ 1,28,00,000 (Rupees One Crore Twenty Eight Lacs only).
Mode of Payment	The Offer Price shall be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
Type of Offer	The Open Offer is a mandatory offer pursuant to triggering of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

[^] The Offer price shall include an additional interest component, payable only to those continuing public shareholders, who were holding shares of the Target Company from the earlier ‘trigger date’ of May 27, 2017 i.e. Date of Board Meeting for approving preferential allotment of 28,50,000 equity shares of ₹ 10 each, pursuant to which the shareholding of Mrs. Mala Jhunjunwala (Seller 2) exceeded the shareholding percentage mentioned under Regulation 3(1) of SEBI (SAST) Regulations.

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-à-vis Total Voting Share Capital			
Direct	Acquisition of 12,30,374 Equity shares through Share Purchase Agreement dated October 13, 2021 entered into between Acquirer and Sellers	12,30,374	40.01	1,96,85,984	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations
	Total	12,30,374	40.01	1,96,85,984		

Note:

- For further details please refer “Details of Selling Shareholders” at point 4 of this PA.
- Promoters have irrevocably agreed to relinquish the management control of the Target Company in favour of the Acquirer.
- Upon completion of the Offer, the Promoters, not holding any shares of the Target Company, nor any management control, shall cease to be promoters of the Target Company and shall be reclassified as public, and the Acquirer shall be the new promoters of the Target Company, subject to compliance with conditions specified in Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended.

3) DETAILS OF THE ACQUIRER AND PACs

Details	Acquirer	Total
Name of the Acquirer /PAC	Vibhu Maurya	1
Address of the Acquirer /PAC	22, Ivory Platinum Park, C.T.T.Nagar, Bhopal – 462 003, Madhya Pradesh,	--

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	None	--
Pre Transaction shareholding • Number • % of total existing share capital	Nil Nil	Nil Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of Toting Voting Share Capital	12,30,374 40.01	12,30,374 40.01
Any other interest in the Target Company	Nil	--

4) DETAILS OF THE SELLING SHAREHOLDERS, IF APPLICABLE

Name	Part of Promoter / Promoter Group (Yes/No)	Details of shares /voting rights held by the selling shareholders			
		Pre transaction		Post transaction	
		No of shares	%	No of shares	%
M/s. B.P. Jhunjhunwala and Others HUF	Yes	71,824	2.34	Nil	Nil
Mrs. Mala Jhunjhunwala	Yes	11,58,550	37.68	Nil	Nil
Total		12,30,374	40.01	Nil	Nil

Post the completion of Open Offer formalities, the sellers, not holding any shares of the Target Company, shall be reclassified to public category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended.

5) TARGET COMPANY

Name	Onesource Ideas Venture Limited
Corporate Identification Number	L74900TN1994PLC097983
Registered Office	J J Manor, 2 nd Floor, 146, Rukmani Lakshmipathy Road, Egmore, Chennai, Tamil Nadu – 600 008, India
Exchanges where listed	Equity Shares of the Target Company are listed on BSE Limited with scrip code: 530805 and scrip id: OIVL

6) OTHER DETAILS REGARDING THE OPEN OFFER

- (a) All the details of the Open Offer would be published in the newspapers *vide* a Detailed Public Statement within five (5) working days of this PA, on or before October 22, 2021 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations.

- (b) The Acquirer accepts full responsibility for the information contained in this PA. The Acquirer has given an undertaking that he is aware of, and will comply with, the obligations under the SEBI (SAST) Regulations and has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Open Offer.
- (c) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations. The Open Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (d) This Open Offer is subject to the terms and conditions mentioned in this PA, the DPS and the LOF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- (e) Completion of the Open Offer and the underlying transaction, as envisaged under the SPA, is subject to satisfaction of the condition's precedent set out in the SPA and receipt of statutory approvals required, if any.

Issued by the Manager to the Open Offer:



Saffron Capital Advisors Private Limited

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Email id: openoffers@saffronadvisor.com; Website: www.saffronadvisor.com

Investor grievance Email id: investorgrievance@saffronadvisor.com

Contact Person: Varsha Gandhi

SEBI Registration Number: INM000011211; SEBI Registration Validity: Permanent

Signed by the Acquirer

Sd/-

Vibhu Maurya

Place: Mumbai

Date: October 13, 2021