

Onesource Ideas Venture Limited

23rd ANNUAL REPORT

2016-2017

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Onesource Ideas Venture Limited

CIN: L74900TN1994PLC097983

CORPORATE PROFILE

Board of Directors

Mr. BHAGWATI PRASAD JHUNJHUNWALA DIN: 00479503	-	Non-Executive Chairman
Mrs. VENODHINI BABU DIN: 00479516	-	Managing director
Mr. KESAVAN SURESH KUMAR DIN: 06805795	-	Independent Director
Mr. DHARMARAJ NAGENDRAN DIN: 07000696	-	Independent Director

Key Managerial Personnel

Mr. VASALAKOTRAM SAMPATH SUDHAKAR	-	Chief Financial Officer
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Statutory Auditor

M/s. K D M AND CO.,
Chartered Accountants
New No.2, Old No.39, First Floor,
Kasturibai Nagar, Fourth Main Road,
Adyar, Chennai-600020

Secretarial Auditor

Ms. Deepika.K
Company Secretary
No.12, Arumugam Street,
Chennai - 600 001

Registrar and Transfer Agent

M/s. Purva Shareregistry (India) Pvt. Ltd.
No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email: purvashr@mtnl.net.in/busicomp@gmail.com

Bankers

HDFC BANK
VIJAYA BANK

Registered Office

T-2, 3rd Floor, Sindur Pantheon Plaza,
346 Pantheon Road,
Egmore Chennai – 600 008
Tamil Nadu
(T) (91) - 044 - 4213 4343
(F) (91) - 044 - 4213 4333
Web : www.onesourceideasventure.com
Email : onesourceideasventure@gmail.com

Annual General Meeting

Day	:	Monday
Date	:	26.06.2017
Time	:	11.00 A.M
Venue	:	T-2, 3 rd Floor, Sindur Pantheon Plaza, 346 Pantheon Road, Egmore Chennai – 600 008 Tamil Nadu

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of ONESOURCE IDEAS VENTURE LIMITED, will be held on Monday, 26th day of June, 2017 at 11.00 AM at the registered office of the Company situated at T2, 3rd Floor, Sindur Pantheon Plaza, 346, Pantheon Road, Egmore, Chennai- 600 008 to transact the following Businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MR. BHAGWATI PRASAD JHUNJHUNWALA, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Bhagwati Prasad Jhunjhunwala (DIN: 00479503), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members of the AGM held on 30th August, 2014, the appointment of M/s. K D M AND CO., Chartered Accountants (Firm Registration No. 013630S) [Company received a letter dated 15th May, 2017 from the Statutory Auditors of the Company that, they have reconstituted M/s. Dharmaraj & Co., Chartered Accountants (Firm Registration No. 013630S) as K D M AND CO., Chartered Accountants (Firm Registration No. 013630S)], as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is here ratified and that the Board of Directors be and are hereby authorized to fix their remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

Item 4: RE-APPOINTMENT OF MRS. VENODHINI BABU AS MANAGING DIRECTOR:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Venodhini Babu (DIN: 00479516) be and is here by re-appointed as the Managing Director of the company, with the following terms of appointment;

TERMS OF APPOINTMENT:

1. Her tenure of appointment will from 10th June, 2018 to 09th June, 2021;
2. She shall be paid Remuneration of Rs. 35,000/- per month. The company shall decide about the increment based on the performance of the Company, based on evolution and recommendation of Remuneration & Nomination Committee.
3. She shall be paid Telephone Expenses Incurred on the actual basis and;
4. She shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of her appointment she will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mrs. Venodhini Babu, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

Item 5: PREFERENTIAL ALLOTMENT:

To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 62 read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modification(s) for the time being in force) and subject to all necessary approvals, permissions, and/or sanctions of appropriate authorities, if any, and subject to such conditions as may be imposed or prescribed while granting such approvals, permissions and/or sanctions which the Board of Director of the Company may accept, the Board of Directors of the Company be and are hereby authorised to issue Equity Shares on preferential basis to Promoters/Persons Acting in Concert with Promoters, Body Corporates, Individuals and others, both from Promoter and Non-Promoter Group, Equity Shares of the Company not more than 28,50,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 16/- per Share (including premium of Rs. 6/- (Rupees Six Only), being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on a preferential basis, on such terms and conditions and in such manner as the Board may think fit, to various persons as detailed in the explanatory statement and that the shares so issued shall rank pari-passu in all respects with the existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in accordance with Regulation 71(a) of the SEBI (ICDR) Regulations, 2009 the “Relevant Date” for the purpose of calculating the floor price “i.e. Rs. 15.14/- per share” of the Equity Shares for the purposes of the Preferential Issue is the date which is 30 (thirty) days prior to the date of Annual General Meeting shall be 26th Day of May, 2017”

“**RESOLVED FURTHER THAT** in accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009, the said Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing this Special Resolution provided that where the allotment of the said Equity Shares is

pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time."

"RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations, 2009 and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the stock exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval at the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution"

**By order of the Board of Directors
For ONESOURCE IDEAS VENTURE LIMITED**

**Sd/-
VENODHINI BABU
(DIN: 00479516)
MANAGING DIRECTOR**

**Date : 27th May, 2017
Place : Chennai**

IMPORTANT NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions set out is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 20th June, 2017 to Monday 26th June 2017(both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 23rd Annual Report is being sent to all the members via the permitted mode.
11. Additional information, pursuant to SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows:

Re-Appointment of Mr. Bhagwati Prasad Jhunjunwala, retirement by rotation

Mr. Bhagwati Prasad Jhunjunwala, aged about 58 years, has more than over 2 decades of experience as a Chartered Accountant & Company Secretary. He has worked as Category I Merchant Banker and managed over 50 IPOs. He has been the Ex-Vice Chairman of Eastern Indian Merchant Banker's Association & Ex- Chairman of Capital Market Committee of Eastern India Regional Council of ICAI and further he has been the recipient of Indira Gandhi Solidarity Award in 1995 for contribution to Capital Market among other awards. He has a wide array of contacts in Capital Market Intermediaries all over India.

He holds Directorships in the following companies other than that of our Company;

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Skyednetwork Private Limited	04/03/2004	Director
3	Onesource Ideas Private Limited	20/10/2005	Director

Mr. Bhagwati Prasad Jhunjunwala is the member of the Nomination and Remuneration Committee and does not hold any membership/chairmanships in Committees of Board other than that of our company.

No director, key managerial personnel or their relatives, are connected to Mr. Bhagwati Prasad Jhunjunwala.

Mr. Bhagwati Prasad Jhunjunwala does not hold any Equity Shares in M/s. Onesource Ideas venture Limited; however he is the KARTA of M/s. B P Jhunjunwala & Others HUF (Promoters of the Company) holding 71,824 Equity Shares of the Company and is the spouse of Mrs. Mala Jhunjunwala (PAC of M/s. B P Jhunjunwala & Others HUF).

12. Members may also note that the 23rd Annual Report will also be available on the Company's website www.onesourceideasventure.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: onesourceideasventure@gmail.com.
13. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2017.
15. **Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.