

**Onesource Ideas Venture Limited**

**24<sup>TH</sup> ANNUAL REPORT**

**2017-2018**

# Onesource Ideas Venture Limited

CIN: L74900TN1994PLC097983

## CORPORATE PROFILE

### Board of Directors

**Mrs. FATHIMA JALAL**

DIN: 00479516

**Mr. RAJI**

DIN: 07302320

**Mr. SANKARA NARAYANAN SUNDARAM**

DIN: 00975329

**Mr. ROHIT JHUNJHUNWALA**

DIN: 05137993

- Managing director
- Independent Director
- Independent Director
- Non-Executive Director

### Key Managerial Personnel

**Ms. SUGUNA**

- Chief Financial Officer

### Statutory Auditor

#### Current

**M/s. K D M AND CO.,**

Chartered Accountants

Door No. 2G, Sai Kiran Apartments

(Above Canara Bank), No.7, Kasturibai Nagar,

First Main Road, Adyar, Chennai – 600020

#### Proposed

**M/s. N.Sankaran & Co**

Chartered Accountants

1-A, Raja Annamalai Building, No.72, Marshals Road,

Egmore, Chennai -600008

### Secretarial Auditor

#### Mr. Sonesh Jain

Practising Company Secretary

C/O Moti Lal Maloo ,46/1, College Road,

Opp. B.E. College (Main Gate),

Howrah - 711103

### Registrar and Transfer Agent

**M/s. Purva Sharegistry (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](mailto:purvashr@mtnl.net.in/busicomp@gmail.com)

### Bankers

HDFC BANK

VIJAYA BANK

### Registered Office

T-2, 3<sup>rd</sup> 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.osivl.com](http://www.osivl.com)

Email: [cs@osivl.com](mailto:cs@osivl.com)

### Annual General Meeting

- |              |  |
|--------------|--|
| <b>Day</b>   | : Thursday   |
| <b>Date</b>  | : 27.09.2018   |
| <b>Time</b>  | : 11.00 A.M  |
| <b>Venue</b> | : T-2, 3rd Floor, Sindur Pantheon Plaza, 346 Pantheon Road, Egmore, Chennai – 600 008 Tamil Nadu |

## TABLE OF CONTENT

Sl. No.	Particulars	Page No.
1	Notice	1
2	Directors' Report	14
	Annexure to Directors Report	
	- Management Discussion And Analysis Report	30
	- Details of Directors and Employee Remuneration	38
	- Secretarial Audit Report	39
	- Form AOC 1	43
	- Extract of Annual Return	44
3	Independent Auditor's Report on Standalone Financials	52
	- Standalone Balance Sheet	57
	- Standalone Profit and Loss Account	58
	- Standalone Cash Flow Statement	60
	- Notes to the Accounts - Standalone	61
4	Independent Auditor's Report on Consolidated Financials	73
	- Consolidated Balance Sheet	77
	- Consolidated Profit and Loss Account	78
	- Consolidated Cash Flow Statement	80
	- Notes to the Accounts - Consolidated	81

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONESOURCE IDEAS VENTURE LIMITED, WILL BE HELD ON THURSDAY, 27<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 11.00 A.M 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 consider and if thought fit to, pass the following resolution as an **Ordinary Resolution**:

To Receive, Consider and Adopt:

- A. The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
- B. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.

**Item 2: APPOINTMENT OF AUDITORS:**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. N. Sankaran & Co., Chartered Accountants (Firm Reg. No. 003590S) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. K D M AND CO., Chartered Accountants (Firm Registration No. 013630S), retiring Statutory Auditors to hold office of Statutory Auditors of the Company till the conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the FY 2022-2023 and that the Board of Directors (including its committees) be and are hereby authorized to fix the remuneration, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**SPECIAL BUSINESS:**

**Item No. 3: APPOINTMENT OF Mr. RAJI AS INDEPENDENT DIRECTOR:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of SEBI (Listing Obligations and

Disclosure Requirements), Regulations, 2015, Mr. Raji (DIN 07302320), who was appointed w.e.f., 19<sup>th</sup> July, 2017 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 19<sup>th</sup> July, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term up to 18<sup>th</sup> July, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**Item No. 4: APPOINTMENT OF Mr. SANKARA NARAYANAN SUNDARAM AS INDEPENDENT DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Sankara Narayanan Sundaram (DIN 00975329), who was appointed w.e.f., 19<sup>th</sup> July, 2017 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 19<sup>th</sup> July, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term up to 18<sup>th</sup> July, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**Item No. 5: APPOINTMENT OF Mr. ROHIT JHUNJHUNWALA (DIN: 05137993) AS NON-EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rohit Jhunjunwala (DIN: 05137993), who was appointed w.e.f., 01<sup>st</sup> June, 2018 as an Additional cum Non-Executive Director of the company by the Board of Directors at their meeting held on 01<sup>st</sup> June, 2018 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a

member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR ONESOURCE IDEAS VENTURE LIMITED**

**Sd/-  
FATHIMA JALAL  
(DIN: 00479516)  
MANAGING DIRECTOR**

**DATE : 14<sup>TH</sup> AUGUST, 2018  
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 Friday, 21<sup>st</sup> September, 2018 to Thursday 27<sup>th</sup> September 2018 (both days inclusive) (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 24<sup>th</sup> Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 24<sup>th</sup> Annual Report will also be available on the Company's website [www.osivl.com](http://www.osivl.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: [cs@osivl.com](mailto:cs@osivl.com).

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

12. 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.
13. No dividend has been proposed by the Board of Directors for the year ended 31<sup>st</sup> March, 2018.
14. **Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 15 days in advance, so as to keep the information ready at the Meeting.**
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 24<sup>th</sup> 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). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

- a. The remote e-voting period Commences on Monday, 24<sup>th</sup> September, 2018 (09.00 AM. IST) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 PM. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 20<sup>th</sup> September, 2018 may cast their vote electronically as well as voting at the AGM through Polling paper. Thereafter remote e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) .
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



- g. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).</li> </ul>

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in the Notice. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN: 180818017 for the relevant Company Name i.e. Onesource Ideas Venture Limited for which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Institutional Shareholders and Custodians**
  - Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).