

# NOTICE

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Notice is hereby given that the Twenty Eighth Annual General Meeting ("AGM") of the Members of ONESOURCE IDEAS VENTURE LIMITED will be held on Friday, 30<sup>th</sup> September, 2022 at 05:30 PM at the Registered office of the Company situated at J J Manor, 146, Rukmani Lakshmipathy Road, Ii Floor, Egmore, Chennai - 600008 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 comprising of the Balance Sheet as at March 31, 2022, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ankit Kotwani (DIN: 09184682) who retires by rotation and being eligible, offers him-self for re- appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ankit Kotwani (DIN: 09184682), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation".

## SPECIAL BUSINESS:

3. **To Regularise Mr. Atul Chauhan (DIN: 00465990) as a Non-Executive -Independent Director of the Company.**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Atul Chauhan (DIN: 00465990), who was appointed as an Additional Director of the Company with effect from 30th March, 2022, pursuant to Section 161 of the

Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Atul Chauhan (DIN: 00465990), to continue as Non-Executive Independent Director of the Company for the remaining period of his term of 5 years.”

**“RESOLVED FURTHER THAT** Mr. Atul Chauhan (DIN: 00465990), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 30<sup>th</sup> March, 2022.”

**“RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**4. To Regularise Mr. Sachin Maurya (DIN: 05295874) as a Non-Executive -Independent Director of the Company.**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sachin Maurya (DIN: 05295874), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Sachin Maurya (DIN: 05295874), to continue as Non-Executive Independent Director of the Company for the remaining period of his term of 5 years.”

**“RESOLVED FURTHER THAT** Mr. Sachin Maurya (DIN: 05295874), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the

criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 30<sup>th</sup> March, 2022."

**"RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

#### **5. To Appointment of Mr. Vibhu Maurya (DIN: 06458105) as a Managing Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the said Act and the Rules made there under, wherever applicable, as amended from time to time thereto and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, the consent of the members be and is hereby accorded for the appointment of Mr. Vibhu Maurya (DIN: 06458105) as Managing Director of the Company for a period of five years with effect from 30<sup>th</sup> March, 2022 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, Mr. Vibhu Maurya (DIN: 06458105) will also be entitled for the reimbursement of actual entertainment, travelling **"RESOLVED FURTHER THAT** the remuneration payable to Mr. Vibhu Maurya (DIN: 06458105) shall Rs. 1,00,000/- per month as provided under Section 197 read with Schedule V of the Act or such other limits as may be prescribed from time to time." ng, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privilege, as any from time to time."

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, amend, vary or modify the scope and quantum of remuneration of Mr. Vibhu Maurya (DIN: 06458105), as a Managing Director, as they deem proper from time to time considering the nature and scope of his activities as shall be permissible and in conformity with applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

PLACE: Chennai.  
DATE: 05.09.2022

By Order of the Board  
For, **ONESOURCE IDEAS VENTURE LIMITED**

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**VIBHU MAURYA**  
**DIN: 06458105**  
**Managing Director & Chairman**

**Regd. Office:** - J J Manor, 146, Rukmani Lakshmipathy  
Road, II Floor, Egmore, Chennai - 600008  
Tel: - 044 - 4213 4343  
Website: [www.osivl.com](http://www.osivl.com)  
**CIN:** L74900TN1994PLC097983

## NOTES:

1. A member entitled to attend and vote at the 28th annual general meeting is entitled to appoint one or more proxies to attend and vote instead of him/herself and such proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.**
4. Details of the Directors seeking appointment/re-appointment at the 28th AGM are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11.00 a.m. and 05.00 p.m. up to the date of meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Sunday, 21<sup>st</sup> August, 2022 to Tuesday, 30<sup>th</sup> August, 2022 (both days inclusive).
7. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 22<sup>nd</sup> August, 2022.
8. The Company has appointed Mr. Gaurang R Shah (CPN. 14446) Practicing Company Secretary, to act as the scrutinizer for conducting the voting process in a fair and transparent manner.
9. Members are requested to contact Registrar and Transfer Agent (R&TA) namely PURVA SHAREGISTRY (INDIA) PVT. LTD, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Tel No.: 022-6263 8200, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
10. All equity shares of the company are available for dematerialization, as the company has

entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.

11. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
13. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
14. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. PURVA SHAREGISTRY (INDIA) PVT. LTD the Ledger Folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
15. As per the mentioned circular General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the "MCA Circulars") and Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### ITEM NO. 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Atul Chauhan (DIN: 00465990), aged 48 years, as an Additional Director (Independent Director) of the Company, with effect from 30<sup>th</sup> March, 2022 under Section 149, 150 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company.

Mr. Atul Chauhan (DIN: 00465990) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Atul Chauhan (DIN: 00465990) signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Atul Chauhan (DIN: 00465990).

In the opinion of the Board, Mr. Atul Chauhan (DIN: 00465990) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment.

Mr. Atul Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Atul Chauhan holds a Master's Degree in Business Administration and Bachelor's degree in Commerce and has 22 years of experience in the field of Finance, Marketing, General Insurance and Lending.

The Sitting fees payable to Mr. Atul Chauhan (DIN: 00465990) shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company.

The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;



(c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and

(d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Atul Chauhan, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Atul Chauhan as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

#### ITEM NO. 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sachin Maurya (DIN: 05295874), aged 47 years, as an Additional Director (Independent Director) of the Company, with effect from 30<sup>th</sup> March, 2022 under Section 149, 150 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company.

Mr. Sachin Maurya (DIN: 05295874) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sachin Maurya (DIN: 05295874) signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Sachin Maurya (DIN: 05295874).

In the opinion of the Board, Mr. Sachin Maurya (DIN: 05295874) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment.

Mr. Sachin Maurya (DIN: 05295874) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.



Mr. Sachin Maurya, M-Derm (Master's Degree in Dermatology) and M.B.BS. He has 13 years of experience as a Doctor and is an expert in Dermatology and is a visiting consultant in the Department of Dermatology at Fortis Escorts Heart Institute, New Delhi and Medeor Hospital, New Delhi.

The Sitting fees payable to Mr. Sachin Maurya (DIN: 05295874) shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company.

The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Sachin Maurya, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Sachin Maurya as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

#### ITEM NO. 5

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the Board of Directors in their meeting held on March 30, 2022 had approved the appointment of Mr. Vibhu Maurya (DIN: 06458105) as the Managing Director of the Company for a period of five years with effect from March 30, 2022 and approved the terms and conditions of appointment of Mr. Vibhu Maurya subject to the approval of the members.

Mr. Vibhu Maurya was appointed as an Additional Director of the Company on March 30, 2022 and he is eligible for the appointment as a Managing Director under the provisions of the Companies Act, 2013 and rules made thereunder. In terms of Section 152 of the Companies Act, 2013, Mr. Vibhu Maurya has consented to act as the Managing Director of the Company, if so appointed.

The Board particulars of the terms of appointment of and remuneration payable to Mr. Vibhu Maurya are as under:

Remuneration	1,00,000 per month
Designation	Managing Director
Term for appointment as a Managing Director	5 years W.E.F. 30 <sup>th</sup> March, 2022
Perquisites	<ul style="list-style-type: none"> <li>• Contribution to provident fund, superannuation fund or annuity fund</li> <li>• Gratuity payable as per company policy</li> <li>• Encashment of leave at the end of the tenure</li> <li>• Children's education allowance</li> <li>• Leave travel concession</li> <li>• Reimbursement of medical and hospitalization expenses of the Director and his family as per company policy.</li> <li>• Bonus for the financial year, at the discretion of the company.</li> <li>• Reimbursement of expenses incurred by them in Purchase of newspapers,</li> </ul>