



Onesource Techmedia Limited

Seventh Annual Report

2014-2015



Onesource Techmedia Limited

CIN :L72900TN2008PLC067982

CORPORATE PROFILE

Board of Directors

Mr. FAYAZ USMAN FAHEED DIN: 00252610	-	Managing Director
Mrs. SAMIA FAHEED DIN: 02967081	-	Non-executive Director
Mr. BASKARAN SATHYA PRAKASH DIN: 01786634	-	Independent Director
Mrs. KOKILA GANGAN DIN: 05138873	-	Independent Director

Key Managerial Personnel

Mrs. SUMATHI KOTHANDAN	-	Chief Financial Officer
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Statutory Auditor

M/s. N. Kanodia & Co.,
Chartered Accountants
43, Dobson Road,
Howrah – 711 101

Secretarial Auditor

M/s. Vishal Garg & Associates,
Company Secretaries,
L-5/123, Flat No. 2A, L-Block, 2nd Floor,
17th Street, Anna Nagar [East],
Chennai - 600 102

Registrar and Transfer Agent

M/s. PurvaSharegistry (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

Bankers

HDFC Bank
VIJAYA BANK

Registered Office

Sindur Pantheon Plaza, 4th Floor,
346 Patheon Road,
Egmore Chennai – 600 008
Tamil Nadu
(T) (91)- 044-43555227
(F) (91)-044-42134333
Web: www.onesourcetechmedia.com
Email: onesourcetechmedialtd@gmail.com

Annual General Meeting

Day : Thursday
Date : 24.09.2015
Time : 11.00 A.M
Venue : 33/1, Wallajah Road,
Chepauk,
Chennai- 600 002



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NOTICE

Notice is hereby given that 7th Annual General Meeting of the members of ONESOURCE TECHMEDIA LIMITED, will be held on Thursday, 24th day of September, 2015 at 11.00 A.M. at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 to transact the following Businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31st March, 2015, including Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Item 2: APPOINTMENT OF AUDITORS:

To consider and if thought fit, to pass with or without modification(s), 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 29th August, 2014, the appointment of M/s. N.Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E) 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 is hereby authorized to fix the 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 Auditor.

SPECIAL BUSINESS:

Item No. 3: APPOINTMENT OF Mrs. KOKILA GANGAN AS INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), 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 along with Clause 52 of the SME Listing Agreement, Mrs. Kokila Gangan (DIN 05138873), who was appointed w.e.f., 10th November, 2014 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 10th November, 2014 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 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her 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 upto 09th November, 2019;

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 No. 4: APPOINTMENT OF Mr. FAYAZ USMAN FAHEED AS MANAGING DIRECTOR:

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

“RESOLVED THAT Mr. Fayaz Usman Faheed (DIN: 00252610), who was appointed we.f., 17th December, 2014 as an Additional Director of the company by the Board of Directors at their meeting held on 17th December, 2014 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER 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), the Company hereby accords its approval to the appointment Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company for a period of Five years with effect from 17th December, 2014 upto 16th December, 2019 on the following terms, conditions and remuneration:

- I. Salary: Rs. 50,000/- (Rupees Fifty Thousand only) per month.

RESOLVED FURTHER THAT the Consent of the Board of Directors of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

RESOLVED FURTHER THAT Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

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 his 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 Mr. Fayaz Usman Faheed (DIN: 00252610), 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 No. 5: APPOINTMENT OF Mrs. SAMIA FAHEED AS DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), 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) read along with Clause 52 of the SME Listing Agreement, Mrs. Samia Faheed (DIN 02967081), who was appointed w.e.f., 17th December, 2014 as an Additional Director of the Company by the Board of Directors at their meeting held on 17th December, 2014 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, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Director of the company liable to retire by rotation;

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.”

**By order of the Board of Directors
For ONESOURCE TECHMEDIA LIMITED**

**Sd/-
FAYAZ USMAN FAHEED
(DIN: 00252610)
MANAGING DIRECTOR**

**Date : 14th August, 2015
Place : Chennai**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A 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, 18th September, 2015 to Thursday, 24th September, 2015 (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. Additional information, pursuant to Clause 52 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.



11. Electronic copy of the 7th Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the 7th Annual Report for 2015 is being sent in the permitted mode.
12. Pursuant to the notification No. G.S.R. 207(E) dated 19th March, 2015 by the Ministry of Corporate Affairs, The Companies as referred to in Chapter XB or XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are exempted from providing e-voting facility to the Shareholders in the General Meetings and hence your Company has opted not to provide e-voting facility.
13. Members may also note that the 7th Annual Report will also be available on the Company's website www.onesourcetechmedia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai 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: onesourcetechmedialtd@gmail.com.
14. All documents referred to in the accompanying Notice and the explanatory Statement 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.
15. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2015.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3:

Mrs. Kokila Gangan (DIN: 05138873) is a Non-Executive (Independent Director) of the Company, She joined the Board of Directors on 11th November, 2014. She is the Chairman of the “Nomination and Remuneration Committee” and a member of the “Audit Committee”, of the Board of Directors of our Company. Mrs. Kokila Gangan ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, she being eligible and seeks re-appointment/appointment as an Independent Director for a term of five years

Mrs. Kokila Gangan, aged 31 years, holds Degree in B.Com from University of Madras. She Possess experience of over 13 years in Securities & Capital Market, specifically in the field of Stock and Share Trading, IPO, Takeover, Capital Reduction, Corporate Actions. As an Independent Director of our Company with corporate acumen she brings value addition to our Company.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Radhasoami Resources Limited	27/09/2013	Director
2	Radhasoami Securities Private Limited	12/12/2013	Director

Mrs. Kokila Gangan does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mrs. Kokila Gangan does not hold any equity shares in M/s. Onesource Techmedia Limited.

Mrs. Kokila Gangan during the FY 2014-2015 attended all the three meeting of Board of Directors held on or after the date of her appointment.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Kokila Gangan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mrs. Kokila Ganga:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- ii. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- iii. A declaration to the effect that she meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

She is not related to any of the other Director(s), and KMP(s) of the Company.



The Resolution seeks the approval of members for the appointment of Mrs. Kokila Gangan as an Independent Director of the Company up to 09th November, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Kokila Gangan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for appointment of Mrs. Kokila Gangan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Kokila Gangan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Kokila Gangan as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

No director, key managerial personnel or their relatives, except Mrs. Kokila Gangan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.3 for the approval of the Members as **Ordinary Resolution.**

Item No. 4:

The Board of Directors at its meeting held on on 17th December, 2014 appointed Mr. Fayaz Usman Faheed (DIN: 00252610) as an additional Director of the Company with effect from 17th December, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Fayaz Usman Faheed will hold office upto the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Fayaz Usman Faheed for the office of Director of the Company.

Further at the same Board Meeting Mr. Fayaz Usman Faheed was appointed as the Managing Director of the Company for a period of five years from 17th December, 2014 to hold office till 16th December, 2019 on the following terms subject to the approval of the shareholders of the Company;

1. He be paid remuneration of Rs. 50,000/- per month w.e.f. 17th December, 201
2. His office shall be subject to retirement by rotation.

The appointment of Mr. Fayaz Usman Faheed as an Additional Director and re-designation as Managing Director was recommended by "Nomination and Remuneration Committee" at its meeting held on 17th December, 2014.

Mr. Fayaz Usman Faheed is the Member of Two Committees of the Board, namely; "Audit Committee" and "Stakeholders Relationship Committee".