

Onesource Techmedia Limited

Tenth Annual Report

2017-2018

Registered Office: 33/1, Wallajah Road, Chepauk, Chennai-600 002

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
Mr. VASUDEVAN SRIDHARAN DIN: 07487245	-	Independent Director

Key Managerial Personnel

Mrs. HEMALATHA	-	Chief Financial Officer
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Statutory Auditor

Current

M/s. K D M AND CO. LLP
Door No. 2G, Saikiran Apartments
No.7, Kasturibai Nagar,
First Main Road, Adyar
Chennai - 600 020

Secretarial Auditor

JAIN SONESH & ASSOCIATES

Company Secretaries
46/1 College Road, Opp.B.E.College Main Gate,
Howrah - 711103

Proposed

M/s. P. SHANMUGARAJ & CO
No. 22/50, Navallar Nagar, Thirumanagalam road,
Anna Nagar West. Chennai, 600040

Bankers

Yes Bank
Hdfc Bank
Axis Bank

Registrar and Transfer Agent

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

Registered Office

33/1, Wallajah Road,
Chepauk, Chennai – 600 002
Tamil Nadu
(T) (91)- 044-28545858
Web: www.ostml.com
Email: info@ostindia.org

Annual General Meeting

Day	:	Thursday
Date	:	27.09.2018
Time	:	02.00 P.M
Venue	:	33/1, Wallajah Road, Chepauk, Chennai- 600 002

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NOTICE

Notice is hereby given that 10th Annual General Meeting of the members of ONESOURCE TECHMEDIA LIMITED, will be held on Thursday, 27th day of September, 2018 at 02.00 P.M. at the Registered Office of the Company situated at 33/1, Wallajah Road, Chepauk, Chennai- 600 002 to transact the following businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon.

Item No. 2: 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 **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, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the 08th Annual General Meeting, where in M/s. K D M AND CO LLP (Firm Registration No. 013630S/S200069) Chartered Accountants were appointed as the statutory auditor of the company to hold office from the conclusion of the said 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting and subsequent written unwillingness letter received by the company from M/s. K D M AND CO LLP, Chartered Accountants, stating their unwillingness to continue as the Statutory Auditors of the company from the conclusion of the 10th Annual General Meeting, and on the recommendation of the Audit Committee, M/s. P. Shanmugaraj & Co, Chartered Accountants (Firm Registration No. 010222S) be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2023 and that the Board of Directors (including its committees thereof) 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: GRANTING OF BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the

money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of upto Rs.150,00,00,000 (Rupees Hundred and Fifty Crores only) and /or in equivalent foreign currency;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such borrowing or loan, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Item No. 4: GRANTING OF POWERS TO CREATE CHARGE ON COMPANY'S PROPERTIES UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of resolution passed by the Company and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Item No. 5: APPOINTMENT OF MR. FAYAZ USMAN FAHEED AS MANAGING DIRECTOR FROM 21ST FEBRUARY, 2018 TO 30TH SEPTEMBER, 2018:

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., 21st February, 2018 as an Additional Director of the company by the Board of Directors at their meeting held on 21st February, 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 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 not 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 ratifies the appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company with effect from 21st February, 2018 to 30th September, 2018;

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), and pursuant the resolution proposed by the company at its board meeting held on 27th April, 2018 w.r.t. the change in terms of his appointment, the company herewith confirms the terms of his appointment as under;

1. His tenure of appointment will from 21st February, 2018 to 30th September, 2018;
2. He shall be paid consolidated remuneration of Rs. 1,00,000/- per month 21st February, 2018 to 31st March, 2018;
3. He shall be paid consolidated remuneration of Rs. 1,50,000/- per month from 1st April, 2018 to 30th September, 2018;
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Consent 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 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 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. 6: APPOINTMENT OF MR. FAYAZ USMAN FAHEED AS MANAGING DIRECTOR FROM 01ST OCTOBER, 2018 TO 30TH SEPTEMBER, 2023

To consider and if thought fit, to pass with or without modification(s), 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), the Company herewith appoints Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company on the following terms, conditions and remuneration:

1. His tenure of appointment will from 01st October 2018 to 30th September, 2023;
2. He shall be paid consolidated remuneration of Rs. 1,50,000/- per month during his tenure for which he has been appointed;
3. 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) shall have the authority to alter the remuneration to be paid to Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director, on Annual Basis (i.e., 01st April to 31st March) based on the company’s Human Resource Policy;
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Consent 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 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 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. 7: APPOINTMENT OF MRS. SAMIA FAHEED AS NON-EXECUTIVE 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) to the Companies Act, 2013 read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 Mrs. Samia Faheed (DIN 02967081), who was appointed w.e.f., 21st February, 2018 as an Additional Director of the Company by the Board of Directors at their meeting held on 21st February, 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, 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 Non-Executive 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 : 20.08.2018
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 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 representative 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, 21st September, 2018 to Thursday, 27th September, 2018 (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.