



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)- 044-4355227
(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.onesourcetechnmedia.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: onesourcetechnmediatd@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, 2014
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".



Mr. Fayaz Usman Faheed , aged 33 years is the Managing Director of our Company. He holds Degree in B.B.A. from University of Madras and Executive Master of Business Administration from Bharath Institute of Higher Education & Research, Selaiyur, Chennai. He had vast experience and knowledge of functioning of various industries/Sectors like, Information Technology, Media, Entertainment Industry, Consultancy, Infrastructure, FMCG and others. The “Nomination and Remuneration Committee” and the “Board of Directors” of the Company are of the strong opinion that with experience and expertise as mentioned above Mr. Fayaz Usman Faheed will be able to guide and take the Company’s business to next level of heights.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	UFX Ventures Private Limited	14/02/2001	Director
2	Smart Fresh Products Private Limited	24/10/2007	Director
3	UF Publication Private Limited	16/04/2008	Director
4	UF Promoters Private Limited	01/05/2008	Director
5	UF Media Private Limited	01/05/2010	Managing Director
6	ufxbid2buy (India) Private Limited	21/05/2008	Director
7	U Media Solutions Private Limited	04/03/2009	Director
8	OSR Cinemas Kochi Private Limited	22/03/2010	Director
9	Clemet Digital Solutionz India Private Limited	12/01/2011	Director

We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

Mr. Fayaz Usman Faheed does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mr. Fayaz Usman Faheed on the date of this notice does not hold any Equity Shares in M/s. Onesource Techmedia Limited, but has entered into a Share Purchase Agreement (SPA) with M/s. S K B Finance Limited (CIN: U65999WB1996PLC082317), constituting the part of the Promoter & Promoter Group of the Company along with other Promoter(s) and Promoter Group to acquire 17,71,200 equity shares of Rs.10/- each held by M/s. S K B Finance Limited, along with transfer of the Promoter Rights of all the Promoter(s) and Promoter Group of the Company to Mr. Fayaz Usman Faheed. Further with respect to the above agreement, it is hereby informed that Mr. Fayaz Usman Faheed has filed necessary documents for Open Offer with the SEBI and approval for the same is awaited.

Mr. Fayaz Usman Faheed during the FY 2014-2015 attended all the two meeting of Board of Directors held on or after the date of his appointment.

The Company has received from Mr. Fayaz Usman Faheed:

- 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

Mr. Fayaz Usman Faheed is not related to any of the other Director(s), and KMP(s) of the Company except to Mrs. Samia Faheed Director of the Company.

**Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.****I. General Information:****1. Nature of Industry:**

The Company is engaged in the Media and Entertainment Industry.

2. Date and expected date of Commencement of Commercial Production:

The Company has been in to existence since 2008 and has been focusing on the development of better media content and bringing satisfactory entertainment content in the market.

3. In case of New Companies, expected date of commencement of activates:

Not applicable as the company is already in to existence.

4. Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	FY 2014-2015	FY 2013-2014	FY 2012-2013
Total Income	32.35	24.22	500.44
Profit before Tax	7.81	4.00	8.68
Profit after Tax	5.36	2.51	6.07
Net-worth	920.49	915.00	632.49

5. Foreign Investments or collaborators:

Nil

II. Information about Mr. Fayaz Usman Faheed:**1. Background:**

Mr. Fayaz Usman Faheed, aged 33 years is the Managing Director of our Company. He holds Degree in B.B.A. from University of Madras and n Executive Master of Business Administration from Bharath Institute of Higher Education & Research, Selaiyur, Chennai. He had vast experience and knowledge of functioning of various industries/Sectors like, Information Technology, Media, Entertainment Industry, Consultancy, Infrastructure, FMCG and others

2. Past Remuneration:

Not applicable.

3. Job Profile and his suitability:

Mr. Fayaz Usman Faheed has been appointed as the Managing Director of the Company subject to the approval of the Shareholders. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

As he has vast knowledge in Management of various companies of varied industry background, he is suitable to occupy this position.

4. Remuneration Proposed:

It is proposed to pay Mr. Fayaz Usman Faheed a remuneration of Rs. 50,000/- per month.



5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Except for the below mentioned Pecuniary relationship, Mr Fayaz Usman Faheed does not have any other Pecuniary relationship with the company:

- a) Remuneration as proposed in the resolution.
- b) Mr. Fayaz Usman Faheed on the date of this notice does not hold any Equity Shares in M/s. Onesource Techmedia Limited, but has entered in to a Share Purchase Agreement (SPA) with M/s. S K B Finance Limited (CIN: U65999WB1996PLC082317), constituting the part of the Promoter & Promoter Group of the Company along with other Promoter(s) and Promoter Group to acquire 17,71,200 equity shares of Rs.10/- each held by M/s. S K B Finance Limited, along with transfer of the Promoter Rights of all the Promoter(s) and Promoter Group of the Company to Mr. Fayaz Usman Faheed. Further with respect to the above agreement, it is hereby informed that Mr. Fayaz Usman Faheed has filed necessary documents for Open Offer with the SEBI and approval for the same is awaited.

Further Mr. Fayaz Usman Faheed is not related to any of the other Director(s), and KMP(s) of the Company except to Mrs. Samia Faheed, Director of the Company.

III. Other information:

1. Reasons of inadequate Profit;

The Company operates in an industry where volatility is the order of the day. Due to heavy competition, the profit margin on the Company's products is low. The Company has enough order position to meet the turnover requirements.

2. Steps taken/proposed to be taken for improvement:

The Company is venturing in to new business prospects in the Media Industry and thus the company is hopeful to ret right the inadequacy shortly.

3. Expected increase in productivity and profits in measurable terms:

In view of the steps taken by the company, the turnover and profitability is expected to increase. The Company is also aiming to increase the turnover of the company by 30%-40% and profitability by 10%-15% during the year 2015-2016.

IV. Disclosure:

Information as required under this head is provided in the Directors' Report under the head Corporate Governance.



The Resolution seeks the approval of members for the appointment of Mr. Fayaz Usman Faheed as Managing Director of the Company for a period of Five years with effect from 17th December, 2014 upto 16th December, 2019 under the provisions of 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), at remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month and liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Fayaz Usman Faheed as the Managing Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Fayaz Usman Faheed as the Managing 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 Mr. Fayaz Usman Faheed, to whom the resolution relates and Mrs. Samia Faheed, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as **Special Resolution**.

Item No. 5:

Mrs. Samia Faheed (DIN: 02967081), is a Non-Executive Director of the Company, She joined the Board of Directors on 17th December, 2014. She is the Chairman of the "Stakeholders Relationship Committee" and Member of "Nomination and Remuneration Committee", of the Board of Directors of our Company. Mrs. Samia Faheed, 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. Samia Faheed (DIN: 02967081), aged 28 years, holds Degree in B.Com from University of Karnataka and Diploma in Travelling & Tourism. She had vast experience and knowledge of functioning of various industries/Sectors like, Information Technology, Media, Entertainment Industry, Consultancy, Infrastructure, FMCG and others. Her contribution to the growth of the Company is incomparable.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	UF Media Private Limited	01/03/2010	Director
2	UFX Ventures Private Limited	22/10/2010	Director
3	Smart Fresh Products Private Limited	22/10/2010	Director

Mrs. Samia Faheed (DIN: 02967081) does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mrs. Samia Faheed (DIN: 02967081) does not hold any Equity Shares in M/s. Onesource Techmedia Limited.



Mrs. Samia Faheed during the FY 2014-2015 attended all the two 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. Samia Faheed for the office of Director.

The Company has received from Mrs. Samia Faheed:

- 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

The Resolution seeks the approval of members for the appointment of Mrs. Samia Faheed as a Director of the Company pursuant to Section 149 and section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. She is liable to retire by rotation.

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. Samia Faheed (DIN: 02967081) as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Samia Faheed as an 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. Samia Faheed, to whom the resolution relates and Mr. Fayaz Usman Faheed, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as **Ordinary 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**

**DIRECTOR'S REPORT**

Dear Members,

We are pleased to present the report on our business and operations for the year ended 31st March, 2015.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2015 is summarised below;

	Rs. in Lacs	
Particulars	FY 2014-2015	FY 2013-2014
Revenue from Operations	8.00	10.94
Other Income	32.35	13.28
Total Income	40.35	24.22
Total Expenses	32.54	20.22
Profit Before Tax & Extraordinary Items	7.81	4.00
Tax Expense		
-Current Tax	2.62	1.49
-Deferred Tax Liability/(Assets)	(0.17)	-
Net Profit for the Year	5.36	2.51

a. Review of operations and affairs of the Company:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 10.98 lacs as compared to previous year Rs. 6.57 lacs. The net profit for the year under review has been Rs.5.36 lacs as compared to the previous year net profit Rs. 2.51 lacs. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

b. Dividend:

Your Directors do not recommend any dividend for the year under review, and has decided to retain the surplus with the company for furthering the growth of the Company.

c. Transfer to Reserves:

The entire net profit of the company for the FY 2014-2015 is retained as Surplus. The Company has not proposed to transfer any amount to any reserve.

d. Deposits:

During the year under review, your company has not accepted any deposits from the public within the meaning of section 76 of the Companies Act 2013 and the rules there under. There are no public deposits, which are pending for repayment.

e. Particulars of loans, guarantees or investments:

Loans and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Further it is informed that the Company has neither given any guarantees nor provided any security during the Financial Year under review.



f. Particulars of contracts or arrangements made with related parties:

The particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, as prescribed in Form AOC-2 is appended as **Annexure I** to this report. The Policy on Related Party Transaction is available on our website <http://www.onesourcetechnmedia.com/>.

g. Variation in market Capitalization:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %
Market Value per share (In Rs.)	3.88	6	
No. of Shares	64,92,500	64,92,500	-
Market Capitalization (In Rs.)	2,51,90,900	3,89,55,000	(35.33)
EPS (In Rs.)	0.08	0.04	
Price earnings ratio	48.5	150	(67.66)
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			(72.29)

Note: ⁽¹⁾ The IPO of the company in the FY 2013-2014 was brought out at a rate Rs. 14/- per share.

h. Management's Discussion and Analysis:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 52 of the Listing Agreement with the Stock Exchanges, is appended as **Annexure II** to this report.

i. Director's Responsibility Statement:

Pursuant to Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

j. Recommendations of the Audit Committee:

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.



2. Details of Takeover of the Company:

M/s. S K B Finance Limited (CIN: U65999WB1996PLC082317), constituting the part of the Promoter & Promoter Group of the Company along with other Promoter(s) and Promoter Group has entered in to a Share Purchase Agreement (SPA) with Mr. Fayaz Usman Faheed for the sale of 17,71,200 equity shares of Rs.10/- each held by M/s. S K B Finance Limited, along with transfer of the Promoter Rights of all the Promoter(s) and Promoter Group of the Company to Mr. Fayaz Usman Faheed.

With respect to the above agreement, it is hereby informed that Mr. Fayaz Usman Faheed has filed necessary documents for Open Offer with the SEBI and approval for the same is awaited. The shareholders are further informed that all the updates with respect to the above will be intimated to them as and when events take place.

3. Human Resource Management:

To ensure good human resources management at Onesource Techmedia Limited, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback reach the relevant teams, including the leadership.

a. Particulars of employees:

The table containing the details of remuneration of Directors and Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure III** to this report.

There are no employees who were in receipt of remuneration in excess of the ceiling prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company currently does not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.

b. Key Managerial Personnel:

i. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-Time Director:

- Mr. Vinay Anand (DIN: 06658340) was the Executive Director of the Company from 20th January, 2014 till 13th November, 2014
- Mr. S Krishna Rao (DIN:00479451) was the Whole Time Director of the Company from 13th November, 2014 till 17th November, 2014.
- Mr. Fayaz Usman Faheed (DIN: 00252610) is the Managing Director of the Company w.e.f., 17th November, 2014 till the date of this Report.

ii. Chief Financial Officer:

- Mrs. SumathiKothandan has been appointed as the CFO of the Company w.e.f., 10th November, 2014.

iii. Company Secretary:

- During the year under review, the Board did not find a suitable candidate for the position of Company Secretary. The Board is in the Process of identifying a suitable candidate for the position of Company Secretary.



4. Corporate Governance:

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Onesource Techmedia Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on corporate governance as stipulated under Clause 52 of the Listing Agreement is appended as **Annexure IV** to this report.

a. Auditors' certificate on corporate governance:

As required by Clause 52 of the Listing Agreement, the Auditors' Certificate on Corporate Governance is appended as **Annexure V** to this report.

b. Compliance Department:

During the year under review, following changes took place with respect to the Compliance Officer of the Company:

- Mr. Vinay Anand (DIN:06658340), Executive Director of the Company was appointed as the Compliance Officer of the Company at the Board Meeting held on 27th May, 2014.
- Mr. Vinay Anand (DIN:06658340), Executive Director of the Company resigned from the Directorship of the Company with effect from 13th November, 2014, thus also vacating the position of Compliance Officer.
- Mr. S Krishna Rao (DIN:00479451) was appointed as the Whole Time Director of the Company with effect from 13th November, 2014 at the Board meeting held on 10th November, 2014, further at the same meeting he was also appointed as the Compliance Officer of the Company with effect from 13th November, 2014.
- Mr. S Krishna Rao (DIN: 00479451), Whole Time Director of the Company resigned from the Directorship of the Company with effect from 17th December, 2014, thus also vacating the position of Compliance Officer.
- Mr. Fayaz Usman Faheed (DIN: 00252610) he was appointed as the Managing Director of the Company with effect from 17th December, 2014 at the Board meeting held on 17th December, 2014 and further at the same meeting he was also appointed as the Compliance Officer of the company with effect from 17th December, 2014.

The compliance department of the company is responsible for independently ensuring that the operating and business units comply with regulatory and internal guidelines. New instructions/guidelines issued by the regulatory authorities were disseminated across the company to ensure that the business and business units operate within the boundaries set by the regulators and that compliance risks are suitably monitored and mitigated in course of their activities & processes.



c. Information on the Board of Directors of the Company:

During the year under review, following changes took place in the Composition of Board of Directors of the Company;

- (i) The Shareholders at the Annual General Meeting of the Company held on 29th August, 2014 approved the appointment of
 - a. Mr. Stanley Gilbert Felix Melkhasingh(DIN:01676020) as Independent Director of the Company to hold office for five consecutive years, for a term upto 31st March 2019
 - b. Mr. Baskaran Sathya Prakash(DIN:01786634), as Independent Director of the Company to hold office for five consecutive years, for a term upto 31st March 2019
 - c. Mr. Vinay Anand (DIN:06658340) as the Executive Director of the Company for a period from 20th January, 2014 to 19th January, 2017

- (ii) The Board of Directors of the Company at the Meeting held on 10th November, 2014 approved the following;
 - a. Mrs. Kokila Gangan (DIN:05138873) was appointed as the Additional Director cum Independent Director w.e.f., 10th November, 2014 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Mr. S Krishna Rao (DIN: 00479451), was appointed as the Additional Director w.e.f., 10th November, 2014 to hold office till the conclusion of the ensuing Annual General Meeting.
 - c. Mr. Vinay Anand (DIN:06658340), Executive Director of the Company expressed his inability to continue as Executive Director of the Company and presented his resignation letter to the Board and the same was accepted by the Board and he was relieved from the Directorship of the Company with effect from 13th November, 2014.
 - d. Mr. S Krishna Rao (DIN: 00479451), was appointed as Whole Time Director of the Company for a period from 13th November, 2014 to 12th November, 2017 subject to the approval of the shareholders of the Company.

- (iii) The Board of Directors of the Company at the Meeting held on 17th December, 2014 approved the following:
 - a. Mr. Fayaz Usman Faheed (DIN:00252610) was appointed as the Additional Director w.e.f. 17th December, 2014 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Mrs. Samia Faheed(DIN:02967081) was appointed as the Additional Director cum Non-Executive Director w.e.f. 17th December, to hold office till the conclusion of the ensuing Annual General Meeting.
 - c. Mr. S.Krishna Rao (DIN:00479451), Whole Time Director of the Company expressed his inability to continue as Whole Time Director of the Company and presented his resignation letter to the Board and the same was accepted by the Board and he was relieved from the Directorship of the Company with effect from 17th November, 2014.
 - d. Mr. Fayaz Usman Faheed (DIN: 00252610), was appointed as Managing Director of the Company for a period from 17th December, 2014 to 16th December, 2019 subject to the approval of the shareholders of the Company.



In compliance with the Companies Act, 2013 the following directors are proposed to be appointed as Director/Independent Directors/Executive Director of the Company by the approval of the Share Holders of the Company;

- (i) Mrs. Kokila Gangan(DIN:05138873) be regularized as the Independent Director of the Company to hold office from 10th November, 2014 to 09th November, 2019 under the provision of Section 149 of the Companies Act, 2013 and rules thereof.
- (ii) Mr. Fayaz Usman Faheed (DIN: 00252610) be regularized as the Director of the Company and further his appointment as Managing Director of the company for a period from 17th December, 2014 to 16th December, 2019 be approved by the shareholders of the Company.
- (iii) Mrs. Samia Faheed (DIN:02967081) be regularized as the Director of the Company.

d. Board Diversity:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website <http://www.onesourcetechmedia.com/>.

e. Details with regards to meeting of Board of Directors of the Company:

During the FY 2014-2015, 6 (Six) meetings of the Board of Directors of the Company were held. For further details with regards to the meeting of Board of Directors, please refer to the Corporate Governance Report which forms part of this Report.

f. Policy on directors' appointment and remuneration:

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2015, the Board consist of 4 Members, 1 of whom is an Executive Director and 1 of whom is an Non-Executive Director and the 2 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure VI** to this report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

g. Declaration by Independent Directors:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 ad Clause 52 of the Listing Agreement.

h. Training of Independent Directors:

Every new Independent Director at the time of appointment is issued a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures.



Further every new Independent Director is provided with copy of latest Annual Report, the Code of Conduct, the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders (“Code of Conduct - PIT”) and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the “Fair Practice Code”), Tentative Schedule of upcoming Board and Committee meetings.

The Company through its Executive Directors / Key Managerial Personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Thus such programs / presentations provides an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The Policy on the Familiarization Program for Independent Directors is available on our website <http://www.onesourcetechnmedia.com/>.

i. Board’s Committees:

Currently, the Board has three committees: the audit committee, the nomination and remuneration committee, and the stakeholders relationship committee. All committees are appropriately constituted.

A detailed note on the Board and its committees, including the details on the dates of Committee Meetings is provided under the Corporate Governance report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Name of the Company Member	Position in the Committee
Audit Committee	Mr. Baskaran Sathya Prakash	Chairman
	Mrs. KokilaGangan	Member
	Mr. Fayaz Usman Faheed	Member
Nomination and Remuneration Committee	Mr. Kokila Gangan	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mr. Samia Faheed	Member
Stakeholders Relationship Committee	Mrs. Samia Faheed	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mr. Fayas Usman Faheed	Member



j. Board Evaluation:

The board of directors has carried out an annual evaluation of its “own performance”, “Board committees” and “individual directors” pursuant to the section 134(3) of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, The same was discussed in the board meeting that followed the meeting of the independent Directors at which the report as submitted by the Independent Directors was taken on record and discussed.

k. Listing:

The equity shares of Onesource Techmedia Ltd (Scrip Code: 535647) are listed at BSE SME Platform.

Your Company paid the Listing Fees to the Exchange for the year 2014-15 as well as 2015-16 in terms of listing agreement entered with the said Stock Exchange.

l. Utilization of the Proceeds from IPO:

The estimated cost of development of devotional music audio and video albums contents was Rs. 100 lacs, out of which the Company has utilized Rs. 40 lacs towards the development of the said content and the balance has been utilized temporally as loans to others on interest above bank rates repayable on demands and investments.

The Company is in the process of finalizing the infrastructure facilities which would be commensurate with the standards prevalent in the industry. Thus till that time the Company has keep the funds so allocated for this purpose of Rs. 50 lacs in Fixed Deposit.

Your Company is in the business of marketing and distribution of Media contents. We have entered in the agreements with various industry players to market their contents on royalty basis. The Company has refundable Security Deposits with them against the Stocks/Licences/Rights as provided by them.

<u>IPO Proceeds and Net Proceeds :</u>	
Particulars	Amount (in lacs)
Issue Proceeds	280.00
Less : Issue Related Expenses	46.87
Net Proceeds	233.13



Utilization of the Net Proceeds :		Amount in Lacs
Particulars	2014-2015	2013-2014
Work-In-Progress for Media Contents	-	40.00
Security Deposit and Advances against Media Contents	-	55.51
FD with HDFC Bank	-	50.00
Repayment of Advance	-	24.00
Loans On Interests	-	55.00
Investment in Shares	-	7.50
Balances in Current Accounts	-	1.12
Incurred in Media Activities	1.12	-

m. Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013:

(i) Elements of remuneration Package of all the Director:

The details with regards to the remuneration Package of all the Director is provided in "Point No. VI" of the Extract of Annual Return in the prescribed format prepared in accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 and appended as Annexure VIII to this report.

(ii) Details of Fixed Component and Performance linked incentives along with the performance criteria:

The Company currently pays remuneration to only the Executive Director. The Company does not pay any remuneration by whatever name so called to its Non-Executive Director. Currently the entire remuneration being paid to the Executive Director contains only Fixed Component.

(iii) Service Contract, Notice Period and Severance Fees:

The Company has not entered in to any Service Contract with the Mr. Fayaz Usman Faheed, Managing Director of the Company. Thus there is no Fixed Notice Period or Severance Fees.

(iv) Stock Options, if any:

The Company currently do not have any stock option scheme for its Employees or Directors.

5. Auditors:

a. Statutory Auditor:

At the Annual General Meeting held on 29th August, 2014, M/s. N. Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E), were appointed as statutory auditors of the Company from the conclusion of the Sixth Annual General Meeting of the Company held on 29th August, 2014 till the conclusion of the Tenth Annual General Meeting to be held in the year 2018. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. N. Kanodia & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this regards, the Company has received a certificate from the Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**b. Secretarial Auditors:**

Vishal Garg & Associates, Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the FY 2014-2015, as required under the Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the FY 2014-2015 is appended as **Annexure VII** to this report

c. Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:**(i) by the Statutory Auditors in the Audit Report:**

The Auditors' report do not contain any qualifications, reservations or adverse remarks

(ii) by the Secretarial Auditors in the Secretarial Audit Report:

- i. The Company has not appointed a Company Secretary and/or Compliance Officer in terms of Section 203 (1)(ii) of the Companies Act, 2013 and Clause 50(a) of the SME Listing Agreement respectively.*

The Board with respect to the above mentioned qualification herewith submits that, the Board is in the Process of identifying a suitable candidate for the position of Company Secretary.

d. Internal Financial Control

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

e. Risk Management:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.onesourcetechnedia.com.

f. Vigil Mechanism:

The Company has established a mechanism for Director's and employee's to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The same has been disclosed in the corporate governance report under the heading Whistle Blower Policy, which forms part of the directors' report. The Whistle Blower Policy is available on our website www.onesourcetechnedia.com.

g. Statement on Material Subsidiary:

The Company currently do not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries is available on our website www.onesourcetechnedia.com.

**6. Corporate Social Responsibility:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 is not applicable to the company.

a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:**(i) Energy Conservation:**

Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, are not applicable.

(ii) Foreign Exchange Earnings and Outgo:

Particulars	Rs. in Lacs	
	2015	2014
Earnings	-	-
Expenditure	121.13	-

(iii) Research and Development & Technology Absorption:

The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

7. Others:**a. Extract of Annual Return:**

In accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as **Annexure VIII** to this Report.

b. Significant and Material Orders:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

c. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. All the employees (Permanent, Contractual, Temporary, Trainees) are covered under this policy.

During the year under review, no complaints were received falling under the category of Sexual Harassment of Women.



d. Other Disclosures:

Your Directors state that no disclosure or reporting is required in respect to the following items as there were no transactions on these items during the year under review:

- (i) Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- (ii) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- (iii) Redemption of Preference Shares and/or Debentures.

8. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, and support, your company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the company.

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

Sd/-
FAYAZ USMAN FAHEED
(DIN: 00252610)
Managing Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Date: 14th August, 2015
Place: Chennai

**Annexure I****FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2015, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis:

SL. No.	Particulars	Details
I		
(a)	Name (s) of the related party & nature of relationship	Saraa Media Works Private Limited Common Directors
(b)	Nature of contracts/arrangements/transaction	Media Advances and Interest Free Deposits
(c)	Duration of the contracts/arrangements/transaction	3 Years
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Royalty Agreement dated 30 th November, 2012
(e)	Date of approval by the Board	30 th November, 2012
(f)	Amount of Transaction during the FY	33.09 lacs
(g)	Amount paid as advances, if any during the FY	NA
II		
(a)	Name (s) of the related party & nature of relationship	Fayaz Usman Faheed
(b)	Nature of contracts/arrangements/transaction	Interest free loan from Managing Director
(c)	Duration of the contracts/arrangements/transaction	NA
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Interest free loan from Managing Director for an aggregate sum of Rs. 5 Crores in one or more trenches, being unsecured in nature, free of any interest charges, to be repaid by the company on demand.
(e)	Date of approval by the Board	27 th January, 2015
(f)	Amount of Transaction during the FY	113.30 lacs
(g)	Amount paid as advances, if any during the FY	NA

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

Sd/-
FAYAZ USMAN FAHEED

(DIN: 00252610)

Managing Director

Sd/-
BASKARAN SATHYA PRAKASH

(DIN: 01786634)

Director

Date: 14th August, 2015

Place: Chennai

**Annexure II****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. INDIAN ECONOMY:****a. ECONOMIC SCENARIO:**

The domestic economy continued to face major challenges in the form of persistently high inflation, rupee depreciation to an all-time low, elevated interest rates and internal policy paralysis. This stalled economic and structural reforms and discouraged domestic and foreign investment, leading to poor GDP growth. As per the official government statistics, economic growth remained subdued at 4.7 percent in FY 15. Much of this growth has accrued from agriculture and services sectors, while industry growth remained flat.

Focused measures by the Central Government and Reserve Bank of India (RBI) in the second half of FY 15 have led to stabilizing of the rupee, declining current account deficit and implementation of stalled projects. These recent policy actions should boost the confidence of domestic and foreign investors. Supported by stronger global growth, as well as pick-up in exports and structural reforms, economic activity is expected to gain some momentum. The World Bank projects the growth rate to increase to 5.5 percent in FY 16.

b. MACROECONOMIC SENARIO:

India is considered a high potential investment destination around the world despite some challenges such as political, social, cultural complexities. Based on provided 15 years forecast its identified that India's GDP will be steadily growing through the years and inflation is estimated to be around 4-5%. All the industries in India will be developing significantly, making bigger contribution to country's GDP.

2. MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:

In the midst of an economic slowdown, the Indian Media & Entertainment (M&E) industry faced several challenges, both business and regulatory. However, FY 2015 was a year in which the foundation of the industry was strengthened to position for growth as the economy improves. The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people. The Ministry of Information and Broadcasting (MIB) introduced several initiatives with a view to harness the power of technology and create a framework to drive growth in the existing broadcasting landscape in India.

a. MARKET DYNAMICS:

India's entertainment and media sector is expected to grow steadily over the next five years. The industry is expected to exceed Rs 2,27,000 crore by 2020, growing at compound annual growth rate (CAGR) of 15 per cent between 2015 and 2020.

i. TELEVISION:

The largest segment, India's television industry, continued its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 15 per cent. Digitisation of cable saw the television industry still on the path of progress, with the mandatory Digital Access System (DAS) rollout almost complete in Phase II cities.

**ii. DIVERSIFICATION:**

India's diverse regional cultures also present growth opportunities for regional content. The number of regional films has increased in recent years and is expected to continue to grow. FY 2015 was a significant year for regional cinema with all time high number of releases. Many Domestic exhibitors are now willing to give more space to regional cinema.

iii. DEMOGRAPHIC FACTORS:

This growth is being driven, in part, by favourable demographic trends in India, including the growth of the Indian middle class.

iv. DIGITAL OPPORTUNITY:

Internet access and internet advertising have been the fastest growing segments with annual growth rates of 47 per cent and 26 per cent, respectively. Significantly, with the increased penetration of smartphones and expansion of 3G and 4G network in India, the number of wireless internet connections is estimated to reach 402 million by 2017.

v. ANIMATION, GAMING AND VFX INDUSTRY:

2015 was an important year for the Animation and VFX industry. VFX is now being used in most films, whether to add characters, landscape, background or to simply correct the skin tone of an actor. 2015 also saw the introduction of policies by a few state governments to boost the sector. VFX also began to get used in TV. The impetus of visual effects was not restricted to films, but also extended to big budget serials and television commercials.

Additionally, industry estimates reveal that video games industry grew at a record 16 per cent in 2015 over 2014; wherein its net worth rose to US\$ 277 million. Another report by Research and Markets stated that the Indian animation industry was valued at US\$ 247 million in 2015 and is forecasted to grow at 15-20 per cent per annum.

b. GOVERNMENT INITIATIVES:

The Government of India has supported this sector's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Recently, the Indian and Canadian governments have signed an audio-visual co-production deal that would help producers from both countries to explore their technical, creative, artistic, financial and marketing resources for co-productions and, subsequently, lead to exchange of culture and art amongst them.

The journey of e-Governance initiatives in India took a broader dimension in mid 90s for wider sectoral applications with emphasis on citizen-centric services. Later on, many States/UTs started various e-Governance projects. Though these e-Governance projects were citizen-centric, they could make lesser than the desired impact. Government of India launched National e-Governance Plan (NeGP) in 2006. 31 Mission Mode Projects covering various domains were initiated. Despite the successful implementation of many e-Governance projects across the country, e-Governance as a whole has not been able to make the desired impact and fulfil all its objectives.



It has been felt that a lot more thrust is required to ensure e-Governance in the country promote inclusive growth that covers electronic services, products, devices and job opportunities. Moreover, electronic manufacturing in the country needs to be strengthened.

In order to transform the entire ecosystem of public services through the use of information technology, the Government of India has launched the Digital India programme with the vision to transform India into a digitally empowered society and knowledge economy.

c. OUTLOOK FOR MAJOR SEGMENTS OF THE INDIAN ENTERTAINMENT & MEDIA INDUSTRY IN 2011-2015 ARE AS FOLLOWS:

- i. TELEVISION:** This sector has grown at a robust 14.5% cumulatively over the last five years, from an estimated INR 306.5 billion in 2010 to INR 602.5 billion in 2015.
- ii. FILM:** The sector has grown at a CAGR of 9.3% over the last five years, reaching INR 136.5 billion in 2015 from INR 87.5 billion in 2010.
- iii. PRINT MEDIA:** The sector has grown by 9.6% over the period 2011-15, reaching INR 282 billion in 2015 from INR 178.7 billion in 2010.
- iv. RADIO:** The sector has grown at a CAGR of 19.2% over 2011-15, reaching INR 26.0 billion in 2015 from INR 10.8 billion in 2010.
- v. MUSIC:** Due to the tremendous uptake of the mobile VAS market, the sector has grown at a CAGR of 17.6% over 2011-15, reaching INR 21.4 billion in 2015 from INR 9.5 billion in 2010.
- vi. INTERNET ADVERTISING:** With rebound in overall advertising, internet advertising too has grown by 25.5% over the last five years and reached an estimated INR 24.0 billion in 2015 from the INR 7.7 billion in 2010.
- vii. ANIMATION, GAMING AND VFX INDUSTRY:** this sector will continue to maintain its growth pace and has grown at a CAGR of 21.4% to INR 82.6 billion in 2015 from INR 31.3 billion in 2010.

3. THE ROAD AHEAD:

The Indian M&E industry is on an impressive growth path. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E sector revenues. Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie. The film segment estimated at Rs 12,600 crore in 2015 is projected to grow steadily at a CAGR of 12 per cent on the back of higher domestic and overseas box-office collections as well as cable and satellite rights. Digital advertising is expected to lead the CAGR with 27.7 per cent, followed by radio



with 18.1 per cent. Gaming and television are expected to register a CAGR of 16.2 per cent each, followed by growth rates of animation and VFX (15.9 per cent), music (13.2 per cent), films (11.9 per cent) and OOH with 9.2 per cent expected CAGR. Within TV, subscription revenues are expected to be three times more than advertising revenues, by 2018. Growth in the regional reach of print and radio shall provide opportunities to further improve the advertisement revenue.

4. RISK FACTORS:

a. Competition from other players:

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

b. Ever changing trends in Media sector:

It may not be possible to consistently predict changing audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. This makes it virtually impossible to predict whether a particular show or serial would do well or not. With the kind of investments made in ventures, repeated failures would have an adverse impact on the bottom line of the Company.

c. Cost of programming mix might affect its bottom line:

The urge to compete and provide the best content to viewers, the Company would have to incur high expenditure to provide an impetus on its programming front from time to time. The increase in costs might not necessarily perk up its revenues in the same proportion.

5. BUSINESS STRATEGY:

- a. Continued investment in diverse portfolio mix ranging from high budget global theatrical releases to lower budget specific audience targeted movies.
- b. Capitalize on positive industry trends in the Indian Market.
- c. Expand our regional language content offerings and
- d. Increase our distribution of content through digital platforms.

6. RISK MANAGEMENT & INTERNAL CONTROLS

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.onesourcetechmedia.com.

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

**7. DISCUSSION ON FINANCIAL PERFORMANCE:**

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 10.98 lacs as compared to previous year Rs. 6.57 lacs. The net profit for the year under review has been Rs.5.36 lacs as compared to the previous year net profit Rs. 2.51 lacs. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

8. HUMAN RESOURCE:

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship was cordial throughout the year. We as on 31st March, 2015 have 2 permanent employees on our rolls.

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

	Sd/-	Sd/-
	FAYAZ USMAN FAHEED	BASKARAN SATHYA PRAKASH
Date: 14th August, 2015	(DIN: 00252610)	(DIN: 01786634)
Place: Chennai	Managing Director	Director

**Annexure III****DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION**

INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH
RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Sl. No.	Particulars	Details
1	The ratio of the remuneration of each director to the median employee's remuneration for the financial year	<ul style="list-style-type: none">➤ Mr. Vinay Anand (DIN: 06658340) was the Executive Director of the Company from 20th January, 2014 till 13th November, 2014. He was appointed without any remuneration by with ever name so called. Thus the ratio cannot be calculated.➤ Mr. S Krishna Rao (DIN:00479451) was the Whole Time Director of the Company from 13th November, 2014 till 17th November, 2014. Thus the details of the ratio cannot be calculated.➤ Mr. Fayaz Usman Faheed (DIN: 00252610) is the Managing Director of the Company w.e.f., 17th November, 2014 till the date of this Report. Further he was not paid any remuneration during the year. Thus the details of the ratio cannot be calculated. He shall be paid remuneration of Rs. 50,000/- per month from the date of his appointment subject to the approval of the same by the shareholders of the company at the ensuing AGM.
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<ul style="list-style-type: none">➤ The details w.r.t., the increase in the remuneration of the directors cannot be calculated for the reasons as stated in the point No. 1 above.➤ Mrs. Sumathi Kothandan has been appointed as the CFO of the Company w.e.f., 10th November, 2014. Thus the details of increase in remuneration as compared to previous year cannot be calculated.
3	The percentage increase in the median remuneration of employees in the financial year	The Median remuneration of the employee as on 31 st March, 2014 was Rs. 12,500/- and as on 31 st March, 2015 was Rs. 17,500/-, thus the median employee remuneration has increase by 40%.
4	The number of permanent employees on the rolls of company	2 Employees as on 31 st March, 2015
5	The explanation on the relationship between average increase in remuneration and company performance	The PAT of the company has increase from Rs. 2.51 lacs in the FY 2013-2014 to Rs. 5.36 lacs in the FY 2014-2015, thus increasing by 113.54%, whereas the employee remuneration in has increase from Rs.3.52 lacs in the FY 2013-2014 to Rs. 4.83 lacs in the FY 2014-2015, thus increasing by 37.22%



Sl. No.	Particulars	Details																														
6	Variations in the market capitalisation of the Company and price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>As at 31st March, 2015</th> <th>As at 31st March, 2014</th> <th>Increase / Decrease in %</th> </tr> </thead> <tbody> <tr> <td>Market Value per share (In Rs.)</td> <td>3.88</td> <td>6</td> <td>-</td> </tr> <tr> <td>No. of Shares</td> <td>64,92,500</td> <td>64,92,500</td> <td>-</td> </tr> <tr> <td>Market Capitalization (In Rs.)</td> <td>2,51,90,900</td> <td>3,89,55,000</td> <td>(35.33)</td> </tr> <tr> <td>EPS (In Rs.)</td> <td>0.08</td> <td>0.04</td> <td>-</td> </tr> <tr> <td>Price earnings ratio</td> <td>48.5</td> <td>150</td> <td>(67.66)</td> </tr> <tr> <td colspan="3">Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾</td> <td>(72.29)</td> </tr> </tbody> </table>	Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %	Market Value per share (In Rs.)	3.88	6	-	No. of Shares	64,92,500	64,92,500	-	Market Capitalization (In Rs.)	2,51,90,900	3,89,55,000	(35.33)	EPS (In Rs.)	0.08	0.04	-	Price earnings ratio	48.5	150	(67.66)	Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			(72.29)	<p>Note: ⁽¹⁾ The IPO of the company in the FY 2013-2014 was brought out at a rate Rs. 14/- per share.</p>	
Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %																													
Market Value per share (In Rs.)	3.88	6	-																													
No. of Shares	64,92,500	64,92,500	-																													
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Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			(72.29)																													
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration	The increase in the remuneration of the employees has been explained in point No. 6 above, where as we cannot calculate increase in the remuneration of the Managerial Personnel as explained in point No. 1 & 2 above.																														
8	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	The comparison of the remuneration of KMP cannot be calculated as mentioned in point No. 1 & 2 above.																														
9	The key parameters for any variable component of remuneration availed by the directors.	We currently have not provided any variable component in the remuneration structure of the Directors																														
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable																														
11	If remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is s per the remuneration policy of the Company.																														

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

Sd/-
FAYAZ USMAN FAHEED
Date: 14th August, 2015 (DIN: 00252610)
Place: Chennai Managing Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

**Annexure IV****REPORT ON CORPORATE GOVERNANCE**

In accordance with terms of Clause 52 of the Listing Agreement with BSE Limited (BSE) SME Segment and the best practices followed internationally on Corporate Governance, the report containing details of corporate governance systems and processes at ONESOURCE TECHMEDIA LIMITED is as under:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense and systems and practices are commitment to values, ethical business conduct, accountability, transparency and compliance of laws and acceptance by management of the inalienable rights of shareholders as the true owners of the Company.

The objective is to meet;

- stakeholders' aspirations and societal expectations.
- Good governance practices stem from the dynamic culture and positive mindset of the organization.
- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Board/ Committee meetings at regular intervals to keep the Board informed of the recent happenings.

Your Company believes that good corporate governance contemplates that corporate actions balance the interests of all stakeholders and satisfy the tests of accountability and transparency. The Company adopts a model to adhere to all the rules and regulations of the statutory authorities. Duties and statutory obligations are discharged in a fair and transparent manner with the object of maximizing the value of the shareholders and stakeholders.

1. BOARD OF DIRECTORS:**a. COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS:**

The Company as on the date of this report has in all 4 Directors with considerable professional experience in divergent areas connected with corporate functioning.

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2015, the Board consist of 4 Members, 1 of whom is an Executive Director and 1 of whom is an Non-Executive Director and the 2 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in media industry, general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Executive Director subject to supervisions and control of the Board.



None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director.

Composition of the Board of Directors as on the date of this Report is mentioned below;

Name of the Director	Designation	Category
Mr. Fayaz Usman Faheed ²	Managing Director	Executive Director
Mr. BaskaranSathya Prakash	Director	Independent Director
Mrs. KokilaGangan ¹	Director	Independent Director
Mrs. SamiaFaheed ³	Director	Non-executive Director

Note:

¹ Appointed as Additional Director cum Independent of the Company with effect from 10th November, 2014.

² Appointed as Additional Director and re-designated as Managing Director of the Company with effect from 17th December, 2014.

³ Appointed as Additional Director cum Non Executive of the Company with effect from 17th December, 2014.

b. PROCEDURE OF THE BOARD:

Generally the Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of business which are permitted under the Companies Act, 2013, and which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, quarterly / half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

c. MEETING OF BOARD OF DIRECTORS AND ATTENDANCE:

During the financial year under review, 6 Board Meetings were held i.e. on 27th May, 2014, 28th July, 2014, 13th October, 2014, 10th November, 2014, 17th December, 2014 and 27th January, 2015.

Details of the attendance at the Board Meetings during the financial year and at the last Annual General Meeting and also the number of Directorships held by Directors is mentioned below;



Name of Director	Attendance Particulars		No. of Directorships in other Public Company*	No. of Chairmanship/ Membership of Board Committees in other Companies [#]	
	Board Meetings	Last AGM		Chairman	Member
Mr. Vinay Anand ¹	4	Yes	NA	NA	NA
Mr. Stanley Gilbert Felix Melkhasingh ⁴	5	Yes	NA	NA	NA
Mr. Baskaran Sathya Prakash	6	Yes	2	1	2
Mr. S.Krishna Rao ²	2	No	NA	NA	NA
Mrs. Kokila Gangan ³	3	No	1	-	-
Mr. Fayaz Usman Faheed ⁵	2	No	-	-	-
Mrs. Samia Faheed ⁶	2	No	-	-	-

Note I:

*The Directorships held by the Directors as mentioned below do not include Alternate Directorships and Directorships held in Foreign Companies, and Companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.

#In accordance with Clause 52 of the Listing Agreement, Memberships / Chairmanships of only the Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies has only been considered.

Note II:

¹Resigned from the Board of Directors w.e.f., 13th November, 2014

²Appointed as Additional Director w.e.f., 10th November, 2014 and re-designated as Whole Time Director of the Company w.e.f., 13th November, 2014, further he resigned from the Board of Directors w.e.f., 17th December, 2014.

³Appointed as Additional Director cum Independent Director of the Company w.e.f., 10th November, 2014

⁴Resigned from the Board of Directors w.e.f., 17th December, 2014.

⁵Appointed as Additional Director with effect from 17th December, 2014 and re-designated as Managing Director of the Company w.e.f., the same day.

⁶Appointed as Additional Director of the Company w.e.f., 17th December, 2014.

2. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Clause 52 of the Listing Agreement with the Stock Exchange read with Section 177 of the Companies Act, 2013.

The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of M/s. OnesourceTechmedia Limited, (the "Company") in fulfilling its oversight responsibilities with respect to –

- (i) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, stock exchanges and others,
- (ii) the company's compliances with legal and regulatory requirements,
- (iii) the Company's independent auditors' qualification and independence,
- (iv) the audit of the Company's Financial Statements, and performance of the Company's internal audit function and its Independent Auditors.

**a. TERMS OF REFERENCE:**

The Board of Directors of the Company at its Meeting held on 28th July, 2014 amended the terms of reference as follow:

- i. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
- iv. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- v. Examination of the financial statement and the auditors' report thereon;
- vi. Approval or any subsequent modification of transactions of the company with related parties;
- vii. Scrutiny of inter-corporate loans and investments;
- viii. Valuation of undertakings or assets of the company, wherever it is necessary;
- ix. Evaluation of internal financial controls and risk management systems;
- x. Appointment, removal and terms of remuneration of internal auditor.
- xi. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act ;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
- xii. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchange;
- xiii. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xiv. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- xv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.



- xvi. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
- xvii. Discussing with internal auditors on any significant findings and follow up thereon.
- xviii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- xix. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xx. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- xxi. To review the functioning of the 'whistle blower/Vigil Mechanism' mechanism, when the same is adopted by our Company and is existing.
- xxii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- xxiii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- xxiv. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- xxv. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per of Listing Agreement of the Specific Stock Exchange."

b. COMPOSITION:

The Audit Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Baskaran Sathya Prakash	Chairman	Independent Director
Mrs. Kokila Gangan	Member	Independent Director
Mr. Fayaz Usman Faheed	Member	Executive Director

All the members have accounting or related financial management expertise.

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year under review, the Committee met seven times i.e. on 27th May, 2014, 28th July, 2014, 29th July, 2014, 13th October, 2014, 10th November, 2014, 11th November, 2014 and 27th January, 2015 and the attendance of the members at the Audit Committee meetings was as follows:



Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Baskaran Sathya Prakash	7	7
Mr. Stanley Gilbert Felix Melkhasingh ³	6	6
Mr. Vinay Anand ¹	5	5
Mr. S.Krishna Rao ^{2 & 4}	1	1
Mrs. Kokila Gangan ⁵	1	1
Mr. Fayaz Usman Faheed ⁶	1	1

Note:

¹ He was removed from the Committee membership w.e.f., 10th November, 2014.

² He was inducted as the Committee Member w.e.f., 10th November, 2014.

³ He resigned from the Board of Directors w.e.f., 17th December, 2014, thus vacating the committee membership as well.

⁴ He resigned from the Board of Directors w.e.f., 17th December, 2014, thus vacating the committee membership as well.

⁵ She was inducted as the Committee Members w.e.f., 17th November, 2014.

⁶ He was inducted as the Committee Member w.e.f., 17th November, 2014.

3. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors at the meeting held on 28th July, 2014 in compliance with Section 178 of the Companies Act, 2013 and SEBI amendment has re-name the “Remuneration Committee” as “Nomination and Remuneration Committee”.

The Nomination and Remuneration Committee of the Board has been constituted bring on board the independent approach towards determining the remuneration payable/to be paid to the Directors and Key Managerial Personnel’s of the Company. To formulate policy of recruitment of the one level below the Key Managerial Personnel.

a. TERMS OF REFERENCE:

The Board of Directors of the Company at its Meeting held on 28th July, 2014 amended the terms of reference as follow;

- i. Ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- ii. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. while formulating the policy to ensure that—
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- iii. To make recommendations for the appointment and removal of directors;



- iv. Ensure that our Company has in place a programme for the effective induction of new directors;
- v. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
- vi. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- vii. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time / Executive Directors, including pension rights and any compensation payment;
- viii. To implement, supervise and administer any share or stock option scheme of our Company; and
- ix. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

b. COMPOSITION:

The Nomination and Remuneration Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Kokila Gangan	Chairman	Independent Director
Mr. Baskaran Sathya Prakash	Member	Independent Director
Mrs. Samia Faheed	Member	Non-Executive Director

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year under review, the Committee met seven times i.e. on 27th May, 2014, 28th July, 2014, 29th July, 2014, 10th November, 2014, 11th November, 2014 17th December, 2014 and 27th January, 2015 and the attendance of the members at the Nomination and Remuneration Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Stanley Gilbert Felix Melkhasingh ³	6	6
Mr. Vinay Anand ¹	3	3
Mr. Baskaran Sathya Prakash	7	7
Mrs. Kokila Gangan ^{2 & 5}	3	3
Mrs. Samia Faheed ⁴	1	1

Note:

¹ He was removed from the Committee membership w.e.f., 10th November, 2014.

² She was inducted as the Committee Member w.e.f., 10th November, 2014.

³ He resigned from the Board of Directors w.e.f., 17th December, 2014, thus vacating the committee membership as well.

⁴ She was inducted as the Committee Members w.e.f., 17th November, 2014.

⁵ She was re-designated as the Committee Chairman w.e.f., 17th November, 2014.

**d. REMUNERATION POLICY:**

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure VI** to the Directors' Report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy

e. DIRECTORS' REMUNERATION:

The details of Remuneration paid/to be paid to Directors are as follow:

Name of the Director	Remuneration during the FY 2014-2015
Mr. S.Krishna Rao	Rs. 31,000/-
Mr. Fayaz Usman Faheed	Rs. 50,000/- (Per Month) from the date of Appointment, subject to the shareholders' approval in the ensuing AGM.

The Company as on the date of this Report does not pay any fee/remuneration to its Non-Executive Directors.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors at the meeting held on 28th July, 2014 in compliance with the Companies Act, 2013 and SEBI amendment has re-name the "Shareholders/Investors Grievance Committee" as "Stakeholders Relationship Committee".

The Shareholders Grievances Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of dividend, resolving investor grievances etc.

The Stakeholders Relationship Committee of the Company and the Registrar and Share Transfer Agent i.e. M/s. Purva Sharegistry (India) Pvt. Ltd attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

a. TERMS OF REFERENCE:

The Board of Directors of the Company at its Meeting held on 28th July,2014 amended the terms of reference as follow;

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;



- iii. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
- iv. Issue of duplicate / split / consolidated share certificates;
- v. Allotment and listing of shares;
- vi. Review of cases for refusal of transfer / transmission of shares and debentures;
- vii. Reference to statutory and regulatory authorities regarding investor grievances;
- viii. Ensure proper and timely attendance and redressal of investor queries and grievances.
- ix. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

b. COMPOSITION:

The Stakeholders Relationship Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mrs. Samia Faheed	Chairman	Non-Executive Director
Mr. Baskaran Sathya Prakash	Member	Independent Director
Mr. Fayaz Usman Faheed	Member	Executive Director

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met 5 times i.e. on 27th May, 2014, 28th July, 2014, 10th November, 2014, 11th December, 2014 and 27th January, 2015 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Stanley Gilbert Felix Melkhasingh ³	4	4
Mr. Baskaran Sathya Prakash	5	5
Mr. Vinay Anand ¹	3	3
Mr. S.Krishna Rao ²	1	1
Mr. Fayaz Usman Faheed ⁴	1	1
Mrs. Samia Faheed ⁵	1	1

Note:

¹ He was removed from the Committee membership w.e.f., 10th November, 2014.

² he was inducted as the Committee Member w.e.f., 10th November, 2014.

³ He resigned from the Board of Directors w.e.f., 17th December, 2014, thus vacating the committee membership as well.

⁴ he was inducted as the Committee Members w.e.f., 17th November, 2014.

⁵ She was inducted as the committee Member cum Chairman w.e.f., 17th November, 2014.

d. SHAREHOLDERS QUERIES RECEIVED AND REPLIED IN 2014-2015:

During the Financial year 2014-2015, no complaints were received from Shareholders. There were no share transfer pending registrations as at 31st March, 2015. There are no complaints pending as on date of this report. In case of any investor complaint shareholders are requested to address the same to company.

**e. COMPLIANCE OFFICER:**

- Mr. Vinay Anand, Executive Director of the Company was appointed as the Compliance Officer of the Company at the Board Meeting held on 27th May, 2014.
- Mr. Vinay Anand, Executive Director of the Company resigned from the Directorship of the Company with effect from 13th November, 2014, thus also vacating the position of Compliance Officer.
- Mr. S Krishna Rao, was appointed as the Whole Time Director of the Company with effect from 13th November, 2014 at the Board meeting held on 10th November, 2014, further at the same meeting he was also appointed as the Compliance Officer of the Company with effect from 13th November, 2014.
- Mr. S Krishna Rao, Whole Time Director of the Company resigned from the Directorship of the Company with effect from 17th December, 2014, thus also vacating the position of Compliance Officer.
- Mr. Fayaz Usman Faheed, he was appointed as the Managing Director of the Company with effect from 17th December, 2014 at the Board meeting held on 17th December, 2014 and further at the same meeting he was also appointed as the Compliance Officer of the company with effect from 17th December, 2014.

5. GENERAL BODY MEETINGS:**a. ANNUAL GENERAL MEETINGS:**

FY	Venue	Date	Time	Number of Special Resolutions passed
2013-2014	Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai – 600 008	29.08.2014	11.00 A.M	3 ¹
2012-2013	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	30.05.2013	10.00 A.M	NIL
2011-2012	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	29.09.2012	10.00 A.M	NIL

Note:

¹ In the Annual General Meeting of the Company held on 29.08.2014 following Special resolutions were passed;

- Granting of Borrowing Powers to the Board of Directors of the Company under Section 180(1)(c) of the Company Act, 2013 to an extend of Rs. 25 Crores;
- Granting of Mortgaging powers to the Board of Directors of the Company under Section 180(1)(a) of the Company Act, 2013 to an extend to cover the Borrowing as approved under Section 180(1)(c) and
- Granting of Powers to Board of Directors of the Company under Section 186 of Companies Act, 2013, to make any loans or investments and to give any guarantees or to provide security at any given point of time for an amount not exceeding Rs. 25 Crore .

**b. EXTRA ORDINARY GENERAL MEETINGS:**

FY	Venue	Date	Time	Number of Special Resolutions passed
2014-2015	NA	NA	NA	NA
2013-2014	NA	NA	NA	NA
2012-2013	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	23.12.2012	10.00 A.M	1 ¹
		29.11.2012	10.00 AM	6 ²

Note:

¹ In the Extra Ordinary General Meeting of the Company held on 23.12.2012, a Special resolution was passed to effect the appointment of Mr. Dinanath Shyamsundar as Executive Director of the company with effect from 30.11.2012.

² In the Extra Ordinary General Meeting of the Company held on 29.11.2012 following Special resolutions were passed;

- Bonus Issue of 29,95,000 Equity Shares by Capitalization of Rs. 2,99,50,000/- out the Securities Premium Account;
- Public Issue of 20,00,000 Equity Shares at the rate of Rs. 15/- per share by IPO route;
- Granting of Borrowing Powers to the Board of Directors of the Company under Section 293(1)(d) of the Company Act, 1956 to an extend of Rs. 25,00,00,000/-;
- Granting of Mortgaging powers to the Board of Directors of the Company under Section 293(1)(a) of the Company Act, 1956 to an extend to cover the Borrowing as approved under Section 293(1)(a);
- Adoption of New set of Articles of Associations;
- Alteration of Object clause of Memorandum of Association by insertion of 3 new object clauses;

c. POSTAL BALLOT:

During the year under review, requirement for passing resolutions under postal ballot did not arise.

6. DISCLOSURES:**a. DETAILS OF RELATED PARTY TRANSACTION:**

The particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, as prescribed in Form AOC-2 is appended as **Annexure I** to this report. The Policy on Related Party Transaction is available on our website <http://www.onesourcetechnmedia.com/>.

- b.** There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.



c. WHISTLE BLOWER POLICY:

The Board of Directors of the Company at its meeting held on 28th July 2014 has adopted the Whistle Blower Policy. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. Further the policy has been placed in the website of the Company i.e. www.onesourcetechmedia.com

d. DISCLOSURES ON MANDATORY / NON – MANDATORY REQUIREMENTS:

The Company has adopted/ complied with all the mandatory requirements of the Clause 52 of the Listing the Stock Exchange.

The following is the list of non-mandatory requirements as adopted/complied by the company as prescribed in Annexure 1D to Clause 52 of Listing Agreement with the Stock Exchange:-

a) The Board:

- i. The Company during the FY 2014-2015 did not have any chairman and thus the need for providing for a Chairman's office did not arise.
- ii. None of the Independent Directors on the Board of the Company have served for the tenure of exceeding nine years.
- iii. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

b) Nomination and Remuneration Committee :

- i. The Company has setup Nomination and Remuneration Committee in accordance with the clause 52 of the Listing Agreement and further the Board of the Directors of the Company is in the process of appointing additional Independent/Non-Executive Director to company with the Section 178 of the Companies Act, 2013 and Non-Mandatory requirement of the Clause 52 of the Listing Agreement.
 - a. The Remuneration policy of the Board of Director and Key Managerial Personnel's and one level below the KMP is decided by the Nomination and Remuneration Committee
 - b. All the members of the said committee are Non-Executive Directors.
 - c. The Chairman of the said Committee is an Independent Director.
 - d. During the year under review all the members of the Committee were present for all the meeting.
 - e. Usually all the members of the said Committee are present at the Annual General meeting.



c) Shareholders Rights:

Half Year Financials as prepared in accordance with the clause 43 of the Listing Agreement for the FY 2014-2015 were published in widely circulated newspapers in the English daily "Trinity Mirror" and Tamil Daily "Makkal Kural" and subsequently in the FY 2015-2016 were published in widely circulated newspapers in the National English Daily "Financial Express" and Tamil Daily "Makkal Kural". The said Financials are also uploaded on the Company's Website: www.onesourcetechmedia.com .

d) Audit qualifications:

The financial statements of the Company for the FY 2014-2015 are unqualified.

e) Training of Board Members:

Adequate programs are being arranged / attended by the Board Members to open up new horizons of business thinking and risk analysis.

f) Mechanism for evaluating non-executive Board Members:

The board of directors has carried out an annual evaluation of its "own performance", "Board committees" and "individual directors" pursuant to the section 134(3) of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, The same was discussed in the board meeting that followed the meeting of the independent Directors at which the report as submitted by the Independent Directors was taken on record and discussed.

g) Whistle Blower Policy:

The Board of Directors of the Company at its meeting held on 28th July 2014 has adopted the Whistle Blower Policy. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. Further the policy has been placed in the website of the Company i.e. www.onesourcetechmedia.com

**7. MEANS OF COMMUNICATION:**

- In compliance with the requirement of Listing Agreement, the Company regularly intimates financial results to BSE Limited immediately after they are approved by Board of Directors.
- The Notice of Board Meeting called for approving the Half Year & Annual Results and the said approved results in accordance with Clause 43 of the Listing Agreement are being submitted to BSE Limited and the said results for the FY 2014-2015 were published in widely circulated newspapers in the English daily “Trinity Mirror” and Tamil Daily “Makkal Kural” and subsequently in the FY 2015-2016 were published in widely circulated newspapers in the National English Daily “Financial Express” and Tamil Daily “Makkal Kural”.
- Company posts its Half Yearly & Annual Results on its website: www.onesourcetechnmedia.com.
- Any Official News releases / Press Release done by the Company are also posted on Company’s website: www.onesourcetechnmedia.com
- No formal representations were made to Institutional Investors or Analysts during the year under review.

8. GENERAL SHAREHOLDERS INFORMATION:**i. DETAILS OF THE ENSUING ANNUAL GENERAL MEETING:**

Date : Thursday, 24th day of September, 2015
Time : at 11.00 A.M.
Venue : 33/1, Wallajah Road,
Chepauk,
Chennai – 600 002
Tamil Nadu

ii. TENTATIVE FINANCIAL CALENDAR:

Financial Year	1 st April, 2015 to 31 st March, 2016
Result for the Half Year ending 30th September, 2015	by 14 th November, 2015
Result for the Half Year and Financial Year ending 31st March, 2015	by 30 th May, 2016
Annual General Meeting	by September, 2016

iii. BOOK CLOSURE DATE:

The Register of Members and the Share Transfer books of the Company will remain closed Friday, 18th September, 2015 to Thursday, 24th September, 2015 (both days inclusive), for the purpose of Annual General Meeting.

iv. DIVIDEND:

Your Directors do not recommend any dividend for the year under review retaining the surplus with the company for furthering the growth of the Company.

v. **LISTING STATUS:**

Your Company paid the Listing Fees to the Exchange for the year 2014-15 as well as 2015-16 in terms of listing agreement entered with the said Stock Exchange.

vi. **STOCK CODE:**

The Security ID and Security Code for the Equity Shares of the Company are "OTML" and "535647" respectively.

vii. **MARKET PRICE DATA:**

Month	High	Low	Total Turnover (In Rs.)
Apr-14	6.60	5.50	1,81,500
May-14	5.55	4.75	2,04,700
June-14	8.70	6.66	3,20,500
July-14	8.30	7.70	3,20,000
Aug-14	8.25	7.60	2,41,000
Sep-14	7.60	7.00	4,97,200
Oct-14	6.70	6.70	67,000
Nov-14	6.35	6.05	1,86,000
Dec-14	6.30	5.75	10,25,500
Jan-15	5.60	5.32	1,09,200
Feb-15	5.06	5.06	50,600
Mar-15	4.81	3.88	4,71,100

viii. **PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES -S&P BSE SME IPO:**

Particulars	Open	High	Low	Close
OTML-2015	5.60	5.60	3.33	3.80
BSE SME-2015	1084.28	1120.16	731.23	885.5
OTML-2014	08.20	08.70	04.75	5.89
BSE SME-2014	452.47	1270.48	438.62	1084.28

ix. **REGISTRAR AND TRANSFER AGENTS:****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



x. **SHARE TRANSFER SYSTEM:**

Share transfers are processed and share certificates duly endorsed are returned within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the "Stakeholder's Relationship Committee". A summary of transfer/transmission of securities of the Company so approved by the "Stakeholder's Relationship Committee" is placed at every Board meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 50(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

xi. **DISTRIBUTION OF SHAREHOLDING:**

Share Holding pattern as on 31st March, 2015:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group2			
1	Indian	9	28,41,600	43.77
2	Foreign	0	0	0.00
	Total Shareholding of Promoter and Promoter Group [(A)(1)+(A)(2)]	9	28,41,600	0.00
(B)	Public shareholding			
1	Institutions	1	1,40,000	2.16
2	Non-institutions	123	35,10,900	54.08
	Total Public Shareholding [(B)(1)+(B)(2)]	124	36,50,900	56.23
	TOTAL (A)+(B)	133	64,92,500	100.00

Distribution of Holding by size as on 31st March, 2015:

No. of Shares	No. of Shareholders	%	Shareholding in Rs.	%
20,001 – 30,000	1	0.75	30000	0.05
50,001 – 1,00,000	87	65.41	8533000	13.14
1,00,000 & above	45	33.83	56362000	86.81
Total	133	100.00	64925000	100.00



xii. **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization/ rematerialization of Equity Shares:-

Shareholders seeking demat/ remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched 15 days from the date of issue of shares.

The Shares of Company are traded on BSE SME Platform. 100.00% of the Company's Equity Share Capital of the Company is held in dematerialized form as on 31st March, 2015.

xiii. **OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company at present has not issued any GDRS, ADRS/ Warrants or any Convertible Instruments.

9. OTHER INFORMATION'S:

➤ **Requirement of PAN Card in case of Transfer of Shares in Physical Form:**

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self-certified copy of PAN at the time of sending their request for share transfer/ transmission of name/ transposition of name.

➤ **For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

➤ **Electronic Clearing Service**

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants



will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

➤ **Green initiatives in Corporate Governance to receive documents through email by registering your email address:**

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) M/s. PurvaShareregistry (India) Pvt. Ltd. @ purvashr@mtnl.net.in or at the Company's e-mail id i.e., onesourcetechnicaltd@gmail.com.

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

➤ **Nomination**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

➤ **Utilization of the Proceeds from IPO:**

The estimated cost of development of devotional music audio and video albums contents was Rs. 100 lacs, out of which the Company has utilized Rs. 40 lacs towards the development of the said content and the balance has been utilized temporarily as loans to others on interest above bank rates repayable on demands and investments.



The Company is in the process of finalizing the infrastructure facilities which would be commensurate with the standards prevalent in the industry. Thus till that time the Company has keep the funds so allocated for this purpose of Rs. 50 lacs in Fixed Deposit.

Your Company is in the business of marketing and distribution of Media contents. We have entered in the agreements with various industry players to market their contents on royalty basis. The Company has refundable Security Deposits with them against the Stocks/Licenses/Rights as provided by them.

<u>IPO Proceeds and Net Proceeds :</u>	
Particulars	Amount (in lacs)
Issue Proceeds	280.00
Less : Issue Related Expenses	46.87
Net Proceeds	233.13

<u>Utilization of the Net Proceeds :</u>	Amount in Lacs	
	2014-2015	2013-2014
Work-In-Progress for Media Contents	-	40.00
Security Deposit and Advances against Media Contents	-	55.51
FD with HDFC Bank	-	50.00
Repayment of Advance	-	24.00
Loans On Interests	-	55.00
Investment in Shares	-	7.50
Balances in Current Accounts	-	1.12
Incurring in Media Activities	1.12	-

10. CODE OF CONDUCT:

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director is appended as “**Annexure IV - A**” to this report.

11. CFO CERTIFICATION:

The Certificate from Chief Finance Officer in terms of Clause 52 (V) is appended as “**Annexure IV – B**” to this report.

12. ADDRESS FOR CORRESPONDENCE:

i. **Investor Grievances:**

Mr. FAYAZ USMAN FAHEED
Managing Director & Compliance Officer
(T) (91) - 044-43555227
(F) (91) - 044-42134333
Web: www.onesourcetechmedia.com
Email: onesourcetechmedialtd@gmail.com



ii. **Registered office:**

M/s. ONESOURCE TECHMEDIA LIMITED

Sindur Pantheon Plaza, 4th Floor,

346 Patheon Road,

Egmore Chennai – 600 008

Tamil Nadu

Web: www.onesourcetechmedia.com

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

	Sd/-	Sd/-
	FAYAZ USMAN FAHEED	BASKARAN SATHYA PRAKASH
Date: 14th August, 2015	(DIN: 00252610)	(DIN: 01786634)
Place: Chennai	Managing Director	Director

Annexure IV - A

**ANNUAL CERTIFICATE UNDER CLAUSE 52(1)(D)
OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE**

I, Fayas Usman Faheed (DIN: 00252610), Managing Director of the Company confirm that the Company has obtained from all Board Members and Senior Management, affirmation that they have complied with the Code of Conduct during the year ended 31st March 2015.

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

	Sd/-
Date: 14th August, 2015	FAYAZ USMAN FAHEED
Place: Chennai	MANAGING DIRECTOR



Annexure IV - B

CFO's CERTIFICATION

**To,
The Board of Directors,
Onesource Techmedia Limited**

- i) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Issuer's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii) There are, to the best of our knowledge and belief, no transactions entered into by the Issuer during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- iii) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
We have not come across any reportable deficiencies in the design or operation of such internal controls
- iv) We have indicated to the auditors and the Audit committee
 - a. That there are no significant changes in internal control over financial reporting during the year;
 - b. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. That there are no instances of significant fraud of which they have become aware.

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

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

**Sd/-
SUMATHI KOTHANDAN
CHIEF FINANCIAL OFFICER**



Annexure V

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
M/s. Onesource Techmedia Limited,

We have examined the compliance of conditions of Corporate Governance by M/s. Onesource Techmedia Limited (the 'Company'), for the year ended 31st March, 2015, as stipulated in Clause 52 of the Listing Agreement of the said Company with BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 52 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending against company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For N. Kanodia & Co.
Chartered Accountants
Firm Regn. No. 327668E

Sd/-
Nikunj Kanodia
Proprietor
Membership No. 069995

Place : Kolkata
Date : 14th August, 2015



Annexure VI

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. DEFINITIONS

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

2. OBJECTIVE

The objective of the policy is to ensure that

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel's and Senior Managerial Personnel's of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. ROLE OF THE COMMITTEE

The role of the NRC will be the following:

1. To Ensure that the Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. To make recommendations for the appointment and removal of directors;
4. Ensure that our Company has in place a programme for the effective induction of new directors;
5. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;



6. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
7. To implement, supervise and administer any share or stock option scheme of our Company; and
8. To attend to any other responsibility as may be entrusted by the Board.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding his position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

5. TERM / TENURE

a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in orbe associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Companies Act, 2013 and SME Listing Agreement.



6. EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

7. REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

8. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

9. POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

a) Remuneration to Managing Director / Whole-time Directors:

- i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

b) Remuneration to Non-Executive / Independent Directors:

- i) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- ii) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- iii) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- iv) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:



- The Services are rendered by such Director in his capacity as the professional; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

c) Remuneration to Key Managerial Personnel and Senior Management:

- i) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- ii) The Fixed pay shall include monthly remuneration and may include employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- iii) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

10. IMPLEMENTATION

- a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- b) The Committee may Delegate any of its powers to one or more of its members.



Annexure VII

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
M/s. Onesource Techmedia Limited
Sindur Pantheon Plaza, 4th Floor,
346, Pantheon Road, Egmore, Chennai- 600 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Onesource Techmedia Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings¹;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

¹ Not applicable to the Company as the Company does not have any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the Audit Period.



- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999²;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008³;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁴; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁵;

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India⁶.
- b) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation;

- i. *The Company has not appointed a Company Secretary and/or Compliance Officer in terms of Section 203 (1)(ii) of the Companies Act, 2013 and Clause 50(a) of the SME Listing Agreement respectively.*

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice we given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board Meeting(s) and Committee Meetings(s) were carried out unanimously as recorded in the minutes of the meeting of Board of Directors or Committee(s) as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

² Not applicable to the Company, as the Company has not provided any Employee Stock Option Scheme or Employee Stock Purchase Scheme to its employees during the Audit Period.

³Not applicable to the Company, as the Company has not issued any debt instrument during the Audit Period.

⁴ Not applicable to the Company, as there was no Buyback of Securities by the Company during the Audit Period.

⁵ Not applicable to the Company, as no delisting of its securities were undertaken by the company from any of the Stock Exchange where its securities are listed during the audit period.

⁶ Not applicable during the audit period, as the Secretarial Standards as notified by the Institute of Company Secretaries of India, is effective only from 1st July, 2015.



We further report that during the audit period;

- a. In pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Company in its Annual General Meeting held on 29th August, 2014 passed a special resolution authorizing the Board of Directors for borrowing any sums of money in aggregate, not exceeding at any given point of time to the extent of the sum Rs.25 Crore (Rupees Twenty Five Crores only).
- b. In pursuant to Section 180(1)(a) of the Companies Act, 2013, the Company in its Annual General Meeting held on 29th August, 2014 passed a special resolution authorizing the Board of Directors to mortgage, hypothecate, pledge or create charge on Company's Properties, in addition to the mortgage, hypothecate, pledge or charge already created to cover/secure the loan/borrowing to an extent as approved under Section 180(1)(c).
- c. In pursuant to Section 186 of the Companies Act, 2013, the Company in its Annual General Meeting held on 29th August, 2014 passed a special resolution authorizing the Board of Directors to make any loans or investments and to give any guarantees or to provide security at any given point of time for an amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore only).

This report is to be read along with Annexure A of even date which forms integral part of this Report.

**FOR VISHAL GARG & ASSOCIATES
COMPANY SECRETARIES**

**PLACE : CHENNAI
DATE : 14.08.2015**

**Sd/-
VISHAL KUMAR GARG
PROPRIETOR
ACS – 34062 COP – 13089**



Annexure A

To,
The Members,
M/s. Onesource Techmedia Limited
Sindur Pantheon Plaza, 4th Floor,
346, Pantheon Road, Egmore,
Chennai- 600 008

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial and Tax records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR VISHAL GARG & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
VISHAL KUMAR GARG
PROPRIETOR
ACS – 34062 COP – 13089**

**PLACE : CHENNAI
DATE : 14.08.2015**



Annexure VIII

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN:	L72900TN2008PLC067982	
ii	Registration Date	30/05/2008	
iii	Name of the Company	OnesourceTechmedia Limited	
iv	Category / Sub-Category of the Company	Pubic Company / Limited by shares	
v	Address of the Registered office and contact details	Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008. (T) (91) - 044 - 4355 5227 (F) (91) - 044 - 4213 4333 Email : onesourcetechmedialtd@gmail.com	
vi	Whether listed company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	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	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Reproduction of recorded media	182	19.82
2	Other credit granting	6492	59.98

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NA	NA	NA	NA	NA	NA



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/HUF	3,80,400	-	3,80,400	5.86	3,80,400	-	3,80,400	5.86	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	24,61,200	-	24,61,200	37.91	24,61,200	-	24,61,200	37.91	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	28,41,600	-	28,41,600	43.77	28,41,600	-	28,41,600	43.77	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks /FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	28,41,600	-	28,41,600	43.77	28,41,600	-	28,41,600	43.77	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Market Maker	1,50,000	-	1,50,000	2.31	1,40,000	-	1,40,000	2.16	(0.15)
Sub-Total (B)(1)	1,50,000	-	1,50,000	2.31	1,40,000	-	1,40,000	2.16	(0.15)
(2) Non-Institutions									
a) Bodies Corp.									
i. Indian	15,78,900	-	15,78,900	24.32	16,48,900	-	16,48,900	25.40	1.08
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	7,29,500	6000	7,35,500	11.33	6,45,500	-	6,45,500	9.94	(1.39)
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9,46,500	-	9,46,500	14.58	10,06,500	-	10,06,500	15.50	(0.92)
c) Others									
1. HUF	2,40,000	-	2,40,000	3.70	2,10,000	-	2,10,000	3.23	(0.47)
Sub-Total (B)(2)	34,94,900	6000	35,00,900	53.92	35,10,900	-	35,10,900	54.08	0.16
Total Public Shareholding (B)=(B)(1)+(B)(2)	36,44,900	6000	36,50,900	56.23	36,50,900	-	36,50,900	56.23	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	64,86,500	6000	64,92,500	100	64,92,500	-	64,92,500	100	-



ii. Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	S K B Finance Limited	17,71,200	27.28	-	17,71,200	27.28	-	-
2	Kishan Kumar Jhunjunwala	2,49,600	3.84	-	2,49,600	3.84	-	-
3*	Radhasoami Securities Private Limited	6,00,000	9.24	-	6,00,000	9.24	-	-
4*	Carewell Consultants Private Limited	90,000	1.39	-	90,000	1.39	-	-
5*	N M Jhunjunwala & Others	45,000	0.69	-	45,000	0.69	-	-
6*	NathmalJhunjunwala	45,000	0.69	-	45,000	0.69	-	-
7*	B P Jhunjunwala	30,000	0.46	-	30,000	0.46	-	-
8*	K KJhunjunwala HUF	5,400	0.08	-	5,400	0.08	-	-
9*	Sulochana Devi Jhunjunwala	5,400	0.08	-	5,400	0.08	-	-
Total		28,41,600	43.77	-	28,41,600	43.77	-	-

* The Individuals/HUF(s)/Body Corporate(s) as shown in the Point No. 3 - 9 form part of Promoter Group in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

iii. Change in Promoters' Shareholding (please specify, if there is no change):

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	01.04.2014	28,41,600	43.77	28,41,600	43.77
	Date wise Increase / Decrease in Promoters Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	28,41,600	43.77

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) #:

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RADHASOAMI RESOURCES LIMITED (FORMERLY KNOWN AS RADHASOAMI RESOURCES PRIVATE LIMITED) (FORMERLY KNOWN AS DIXON EXPORTS AND FINANCE PVT LTD)				
	01.04.2014	5,10,000	7.86	5,10,000	7.86
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	5,10,000	7.86
2	SUBHLABH SHARE BROKERS PRIVATE LIMITED				
	01.04.2014	2,13,900	3.30	2,13,900	3.30
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	2,13,900	3.29



Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	MANJULA SURESH SHAH						
	01.04.2014			2,00,000	3.08	2,00,000	3.08
	Add	04.04.2014	Market Purchase	20,000	0.31	2,20,000	3.39
	Add	30.05.2014	Market Purchase	10,000	0.15	2,30,000	3.55
	Less	13.06.2014	Market Sell	10,000	0.15	2,20,000	3.39
31.03.2015			-	-	2,20,000	3.39	
4	ANURODH MERCHANDISE PRIVATE LIMITED						
	01.04.2014			1,80,000	2.77	1,80,000	2.77
	Less	05.12.2014	Market Sell	1,80,000	2.77	-	-
	05.12.2014 – Exited the Top Ten			-	-	-	-
5	RUHI JHUNJHUNWALA						
	01.04.2014			1,65,000	2.54	1,65,000	2.54
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2015			-	-	1,65,000	2.54
6	GUINNESS SECURITIES LIMITED (Market Maker of the Company)						
	01.04.2014			1,50,000	2.31	1,50,000	2.31
	Less	04.04.2014	Market Sell	20,000	0.31	1,30,000	2.00
	Add	30.06.2014	Market Purchase	10,000	0.15	1,40,000	2.16
	Add	04.07.2014	Market Purchase	10,000	0.15	1,50,000	2.31
	Less	01.08.2014	Market Sell	10,000	0.15	1,40,000	2.16
	Add	08.08.2014	Market Purchase	20,000	0.31	1,60,000	2.47
	Add	29.08.2014	Market Purchase	10,000	0.15	1,70,000	2.62
	Less	05.09.2014	Market Sell	20,000	0.31	1,50,000	2.31
	Add	30.09.2014	Market Purchase	10,000	0.15	1,60,000	2.47
	Add	10.10.2014	Market Purchase	10,000	0.15	1,70,000	2.62
	Add	31.10.2014	Market Purchase	10,000	0.15	1,80,000	2.77
	Add	21.11.2014	Market Purchase	10,000	0.15	1,90,000	2.93
	Add	05.12.2014	Market Purchase	10,000	0.15	2,00,000	3.08
	Less	19.12.2014	Market Sell	30,000	0.46	1,70,000	2.62
	Less	31.12.2014	Market Sell	80,000	1.23	90,000	1.39
	Add	02.01.2015	Market Purchase	10,000	0.15	1,00,000	1.54
	Add	16.01.2015	Market Purchase	10,000	0.15	1,10,000	1.70
	Add	23.01.2015	Market Purchase	10,000	0.15	1,20,000	1.85
	Add	13.02.2015	Market Purchase	10,000	0.15	1,30,000	2.00
	Less	20.03.2015	Market Sell	10,000	0.15	1,20,000	1.85
	Add	31.03.2015	Market Purchase	20,000	0.31	1,40,000	2.16
31.03.2015			-	-	140000	2.16	
7	ITI FINANCIAL SERVICES LIMITED						
	01.04.2014			90,000	1.39	90,000	1.39
	Add	05.09.2014	Market Purchase	20,000	0.31	1,10,000	1.70
	Add	31.12.2014	Market Purchase	1,30,000	2.00	2,40,000	3.70
	Add	20.03.2015	Market Purchase	10,000	0.15	2,50,000	3.85
	Less	27.03.2015	Market Sell	30,000	0.46	2,20,000	3.39
31.03.2015			-	-	220000	3.39	
8	MEENAKSHI ENTERPRISES LIMITED						
	01.04.2014			90,000	1.39	90,000	1.39
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2015			-	-	90,000	1.39
9	MAYANK JHUNJHUNWALA						
	01.04.2014			79,500	1.23	79,500	1.23
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2015			-	-	79,500	1.23



Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	ROHIT JHUNJUNWALA				
	01.04.2014	75,000	1.16	75,000	1.16
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	75000	1.16
11	NILAMBAR DEALERS PRIVATE LIMITED				
	01.04.2014	75,000	1.16	75,000	1.16
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	75,000	1.16
12	MALA JHUNJUNWALA				
	01.04.2014	66,000	1.02	66,000	1.02
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	66,000	1.02
13	RUBY TRADERS & EXPORTERS LIMITED				
	05.12.2014 – Entered Top Ten	1,80,000	2.77	1,80,000	2.77
	31.03.2015	-	-	1,80,000	2.77

Note: As the entire share capital of the Company is in Dematerialised form tracing of exact date of transaction in the script of the company is not possible, hence we have mentioned the date of Benpos as the date of transaction for Increase / Decrease in the Shareholding of the Top Ten Shareholders.

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BASKARAN SATHYA PRAKASH -INDEPENDENT DIRECTOR				
	01.04.2014	15,000	0.23	15,000	0.23
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2015	-	-	15,000	0.23

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

In Lacs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
➤ Addition	-	113.30	-	113.30
➤ Reduction	-	-	-	-
Net Change	-	113.30	-	113.30
Indebtedness at the End of the financial year				
i. Principal Amount	-	113.30	-	113.30
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	113.30	-	113.30



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			In Lacs Total Amount Rs.
		VINAY ANAND ¹	S KRISHNA RAO ²	FAYAZ USMAN FAHEED ³	
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	0.31	-	0.31
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % of Profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, Please specify	-	-	-	-
	Total (A)	-	0.31	-	0.31
	Ceiling as per the Act (in accordance with Section II of the Schedule V of the Companies Act, 2013)				42.00

Note:

¹Mr. Vinay Anand (DIN: 06658340), Executive Director of the Company was appointed without any remuneration by whatever name called. He resigned from the Company w.e.f., 13th November, 2014.

²Mr. S Krishna Rao (DIN: 00479451) was appointed as the Whole Time Director of the Company w.e.f., 13th November, 2014 and resigned from the Board of the Company w.e.f., 17th December, 2014.

³Mr. Fayaz Usman Faheed (DIN: 00252610) was appointed as the Managing Director of the Company w.e.f., 17th December, 2014. He shall be paid remuneration of Rs. 50,000/- per month from the date of his appointment subject to the approval of the same by the shareholders of the company at the ensuing AGM.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	In Lakhs Total Amount
1.	Independent Directors:		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, Please specify	-	-
	Total (1)	-	-
2	Other Non-Executive Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-



C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

In Lakhs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	0.44	0.44
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % of Profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, Please specify	-	-	-	-
	Total			0.44	0.44

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Sd/-
FAYAZ USMAN FAHEED
(DIN: 00252610)
Date: 14th August, 2015
Place: Chennai
Managing Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director



INDEPENDENT AUDITOR'S REPORT

**To the Members,
Onesource Techmedia Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Onesource Techmedia Limited (the Company) which comprises the balance sheet as at 31st March 2015, the statements of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentations of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- c) In the case of the cash flows statements, of the cash flows of the Company for the year ended on that date.

Reports on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss and the cash flow statements dealt with by this report are in the agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and cash flow statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2015 taken on records by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and according the explanations given to us, none of the clauses are applicable to the Company.

**For N. Kanodia & Co
Chartered Accountants**

Sd/-
**Nikunj Kanodia
Proprietor
Mem No: 069995
FRN: 327668E**

**Place: Kolkata
Dated: 28th May 2015**



The Annexure referred to in paragraph 1 of our report of even date to the members of M/s. Onesource Techmedia Limited on the accounts for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
2. a) The Company does not own any inventory. Hence clause 2 (a), (b) & (c) are not applicable.
3. a) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
4. In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets, and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the provisions of section 73 and 74 of the Companies Act, 2013 and rules there under are not applicable to the company.
6. In the best of our knowledge and explanations, the Central Government has not prescribed maintenance of cost records under subsection (1) of section 148 of the Companies Act, 2013 for the products of the company.
7. a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.



- c) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
8. The Company does not have any accumulated losses. *The company has incurred cash losses in the current financial year but has not incurred loss in the immediately preceding financial year.*
 9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to the financial institutions, banks and debenture holders.
 10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
 11. To the best of our knowledge and belief and according to the information and explanations given to us, the company has not availed any Term Loan.
 12. Based on information and explanation furnished by the management, which have been relied upon by us, there were no frauds on or by the Company noticed or reported during the year.

None of the other matters are either applicable or call for a statement for the year under audit.

For N. Kanodia & Co
Chartered Accountants

Sd/-
Nikunj Kanodia
Proprietor
Mem No: 069995
FRN: 327668E

Place: Kolkata
Dated: 28th May 2015



BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	Note No.	31.03.2015	31.03.2014
		Rs. In lacs	Rs. In lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	649.25	649.25
Reserves and Surplus	3	271.24	265.75
		920.49	915.00
NON-CURRENT LIABILITIES			
Deferred tax Liability	4	-	0.04
		-	0.04
CURRENT LIABILITIES			
Short-term Borrowings	5	126.30	-
Trade Payables	6	0.91	41.95
Short-Term Provision	7	2.62	1.49
		129.83	43.44
TOTAL		1050.32	958.48
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	15	6.05	7.63
Deferred Tax Assets	4	0.13	-
Non-Current Investments	8	357.38	250.35
Long Term Loans & Advances	9	159.21	285.00
Other Non-Current Assets	10	34.64	38.72
		557.41	581.70
CURRENT ASSETS			
Trade Receivables	11	16.75	8.61
Cash & Cash Equivalents	12	69.78	79.03
Short Term Loans & Advances	13	401.52	284.61
Other Current Assets	14	4.85	4.53
		492.91	376.78
TOTAL		1050.32	958.48
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.

Chartered Accountants

For and on Behalf of the Board

Sd/-

NIKUNJ KANODIA

Proprietor

M. No : 069995

FRN. 327668E

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

BASKARAN SATHYA PRAKASH

(DIN: 01786634)

Director

Sd/-

SUMATI KOTHANDAN

CFO

Place : Kolkata

Date : 28th May, 2015

Place : Chennai

Date : 28th May, 2015



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

PARTICULARS	Note No.	31.03.2015	31.03.2014
		Rs. In lacs	Rs. In Lacs
INCOME			
Revenue From Operations			
Sale of Media Contents		-	8.09
Media Income		8.00	2.85
Other Income	16	32.35	13.28
TOTAL INCOME		40.35	24.22
EXPENSES			
Purchase of Media Contents		-	1.00
Media Expenses		7.00	0.74
Employee benefit expenses	17	5.45	5.06
Finance Cost	18	1.65	1.22
Administration Expenses	19	16.85	10.78
Depreciation	15	1.58	1.41
TOTAL EXPENSES		32.54	20.22
PROFIT BEFORE TAXATION		7.81	4.00
Tax Expense			
Current tax		2.62	1.49
Deferred Tax Liability/(Assets)		(0.17)	-
NET PROFIT FOR THE YEAR		5.36	2.51
Earnings per equity share:			
Basic and Diluted (Face Value of Rs.10/- each, Previous Year Rs .10/- each)	20	0.08	0.04
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.
Chartered Accountants

For and on Behalf of the Board

Sd/-
NIKUNJ KANODIA
Proprietor
M. No : 069995
FRN. 327668E

Sd/-
FAYAZ USMAN FAHEED
(DIN:00252610)
Managing Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Sd/-
SUMATI KOTHANDAN
CFO

Place : Kolkata
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015



STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS		31.03.2015	31.03.2014
		Rs. In lacs	Rs. In lacs
A.	Cash Flow From Operating Activities		
	Net Profit Before Tax & Extra-Ordinary Items	7.81	4.00
	<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
	Interest Income	(24.22)	(9.18)
	Dividend Income	(0.41)	(0.65)
	Profit on Sale of Investment	(1.59)	(0.12)
	Interest on FD	(6.14)	(3.33)
	Depreciation	1.58	1.41
	Share Issue Expenses w/off	0.32	0.70
	Public Issue Expenses w/off	4.08	4.08
	Preliminary Expenses w/off	-	0.08
	Operating Profit Before Working Capital Changes	(18.56)	(3.01)
	<i>Adjustments for Working Capital Changes</i>		
	Decrease / (Increase) in Trade Receivables	(8.15)	(8.61)
	Decrease / (Increase) in Short Term Loans & Advances	(116.91)	(244.31)
	Decrease / (Increase) in Other Current Assets	(0.32)	43.53
	Decrease / (Increase) in Other Non Current Assets	-	34.62
	Decrease / (Increase) in Long Term Loans & Advances	125.79	(16.00)
	(Decrease) / Increase in Trade Payable	(41.03)	37.40
	Cash Generated from Operations	(59.18)	(156.38)
	Taxes Paid During the Year	(1.69)	(2.61)
	Extra-Ordinary Items	-	-
	Net Cash Flow from Operating Activities	(60.87)	(158.99)
B.	Cash Flow From Investing Activities		
	(Purchase)/Sale of Non - Current Investments	(105.43)	(11.20)
	Interest Received	30.35	-
	Dividend Receipts	0.41	0.65
	Net Cash Flow from Operating Activities	(74.67)	(10.54)
C.	Cash Flow From Financing Activities		
	Issue of Equity Shares	-	280.00
	Public Issue Expenses Incurred	-	(38.20)
	Borrowings	126.30	-
	Net Cash Flow from Operating Activities	126.30	241.80
D.	Net Increase /(Decrease) in Cash & Cash Equivalents	(9.25)	(72.27)
E.	Opening Cash & Cash Equivalents	79.03	6.76
F.	Closing Cash & Cash Equivalents (Note 11)	69.78	79.03
Summary of Significant Accounting Policies		Note 1	

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.

Chartered Accountants

For and on Behalf of the Board

NIKUNJ KANODIA

Proprietor

M. No : 069995

FRN. 327668E

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

BASKARAN SATHYA PRAKASH

(DIN: 01786634)

Director

SUMATI KOTHANDAN

CFO

Place : Chennai

Date : 28th May, 2015

Place : Chennai

Date : 28th May, 2015



NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31ST MARCH, 2015

NOTE: 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, the company has also reclassified the previous year figures in accordance with the requirements applicable for the current year

b. GENERAL:

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

c. USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognised in the period in which the results are known/materialised.

d. FIXED ASSETS:

Fixed assets are stated at cost including taxes, duties, freight, insurance etc. related to acquisition and installation.

e. DEPRECIATION:

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and on pro rata basis for the additions / deletions during the year.

f. INVENTORIES:

There are no inventories lying with the company at the end of the period. Earlier, inventories were valued at lower of Cost or NRV.

g. REVENUE RECOGNITION:

Revenue is recognized and expenditure is accounted for on their accrual.

h. PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the company has possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

i. INVESTMENTS:

Investments that are readily realizable and intended to be held for not more than one year, are classified as current investments. All other investments are classified as long-term investments.

Current Investments are stated at lower of cost or market rate on individual investment basis. Long Term Investments are considered "at cost", unless there is other than temporary decline in value thereof, in which case, adequate provision is made against such diminution in the value of investments.



j. EMPLOYEE BENEFITS:

(i) Gratuity:

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

(ii) Provident Fund:

The provisions of the Employees Provident Fund are not applicable to the company since the number of employees employed during the year were less than the minimum prescribed for the benefits.

(iii) Leave Salary:

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

k. TAXATION:

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

l. IMPAIRMENT OF ASSETS:

As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

- a. Provision for Impairment Loss, if any, required or
- b. The reversal, if any, required of impairment loss recognized in previous periods.

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

m. BORROWING COST:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

n. DEFERRED REVENUE EXPENDITURE:

Miscellaneous Expenditure are written off uniformly over a period of 5 years.

o. INCOME TAX:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

2. SHARE CAPITAL				
Particulars	31.03.2015		31.03.2014	
	Number	Rs. In lacs	Number	Rs. In lacs
Authorised Equity Shares of Rs.10/- each (Previous Year Rs.10/-)	75,00,000	750.00	75,00,000	750.00
Issued, Subscribed & Paid Up: Equity Shares of Rs .10/- each (Previous Year Rs.10/-)	64,92,500	649.25	64,92,500	649.25
Total	64,92,500	649.25	64,92,500	649.25

Reconciliation of number of equity shares outstanding at the beginning and at the end of the period

Particulars	31.03.2015		31.03.2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	64,92,500	649.25	44,92,500	449.25
Add : Public Issue during the year	-	-	20,00,000	200.00
Shares outstanding at the end of the year	64,92,500	649.25	64,92,500	649.25

The company has one class of Equity shares having a par value of Rs.10/- each. Each shareholder is eligible to one vote per share held.

In the Event of Liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	31.03.2015		31.03.2014	
	Number	%	Number	%
M/s. S K B Finance Limited	17,71,200	27.28	17,71,200	27.28
M/s. Radhasoami Securities Private Limited	6,00,000	9.24	6,00,000	9.24
M/s. Radhasoami Resources Limited	5,10,000	7.86	5,10,000	7.86

3. RESERVES AND SURPLUS

Particulars	31.03.2015		31.03.2014	
	Rs. In Lacs		Rs. In Lacs	
Share Premium				
Opening Balance		250.75		170.75
Add : Amount Raised by Public Issue		-		80.00
Closing Balance		250.75		250.75
Surplus in Profit & Loss Statement				
Opening balance		15.00		12.50
Add: Net Profit for the year		5.36		2.51
Add: Excess Provision Written Back		0.12		-
Closing Balance		20.49		15.00
Total		271.24		265.75



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

4. DEFERRED TAX LIABILITY

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs.
Deferred Tax Liability on account of Depreciation	-	0.04
Deferred Tax Asset on account of Depreciation	0.13	-
Total	0.13	0.04

5. SHORT TERM BORROWINGS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Deposits Received		
Theatre Deposits	13.00	-
Loans & Advances from Related Parties		
Fayaz Usman Faheed	113.30	-
Total	126.30	-

6. TRADE PAYABLES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Liability for Creditors	0.70	41.63
TDS Payable	0.01	0.12
Audit Fees Payable	0.20	0.20
Total	0.91	41.95

7. SHORT TERM PROVISIONS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Provision for Income Tax	2.62	1.49

8. NON-CURRENT INVESTMENTS

Particulars	Number of Shares	Face Value	31.03.2015	31.03.2014
			Rs. In Lacs	Rs. In Lacs
Quoted Equity Shares (Fully Paid-Up)				
Blue Circle Services Limited	300	10	0.24	0.24
Carewell Industries Limited	98,000	10	10.00	10.00
JMD Telefilms Industries Limited	20,49,074	10	192.91	192.91
Meenakshi Enterprises Limited	100	10	0.01	0.01
Pondy Oxides & Chemicals Limited	1,747	10	-	0.48
Ravi Kumar Distilleries Limited	36,000	10	4.15	4.15
RPP Infraprojects Limited	81,500	10	60.84	17.84
Unisys Softwares & Industries Limited	5,650	10	12.22	12.22
Ruby Traders & Exporters Limited	100	10	0.01	0.01
Un-Quoted Equity Shares (Fully Paid-Up)				
Ferromet Steels Private Limited	2,000	10	2.00	-
Nochi Industries Private Limited	4,10,000	10	41.00	-
Siddharth Mercantile Private Limited	17,500	40	7.00	-
Subhlabh Share Brokers Private Limited	50,000	10	-	5.00
Sigma Pvt Ltd	75,000	10	7.50	7.50
Virgo Vinimay Private Limited	19,500	10	19.50	-
Total			357.38	250.35
Aggregate Value of the Quoted Investments			280.38	237.85
Aggregate Value of the Un-Quoted Investments			77.00	12.50
Market Value of Quoted Investments			152.14	105.99
Provision for Diminution in the Value of Investments			-	-



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

9. LONG TERM LOANS & ADVANCES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
(a) Security Deposits		
Unsecured, Considered Good		
Interest Free Refundable Deposits	38.09	280.00
(b) Advances		
Recoverable in Cash or Kind or value to be considered	121.13	5.00
Total	159.21	285.00

10. OTHER NON CURRENT ASSETS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	38.64	38.72
Total	38.64	38.72

11. TRADE RECEIVABLES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Outstanding for a period of less than six months from the date they are due for payment		
Unsecured, Considered Good	16.75	8.61
Total	16.75	8.61

12. CASH AND CASH EQUIVALENTS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Balances with Scheduled Banks		
In Current Account With HDFC Bank	15.99	26.35
In Current Account With Axis Bank	0.04	-
In Current Account With Vijaya Bank	0.63	0.63
In Fixed Deposits with HDFC Bank	50.00	50.00
Cash in hand	3.12	2.05
Total	69.78	79.03

13. SHORT TERM LOANS & ADVANCES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
(a) Loans		
Unsecured, Considered good	247.00	163.40
(b) Advances		
Recoverable in Cash or Kind or value to be considered		
Media Advances	120.89	107.44
TDS Receivable	3.12	2.03
Input Service Tax	0.59	1.58
Interest Receivable on FD	7.06	2.99
Interest Receivable on Loans	22.78	7.16
Others	0.08	-
Total	401.52	284.61



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

14. OTHER CURRENT ASSETS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	4.08	4.08
Tax Refund Receivable	0.77	-
Prepaid Expenses	-	0.13
Share Issue Expenses	-	0.32
Total	4.85	4.53

15. FIXED ASSETS

Particulars	Electrical Equipments	Computers & Laptop	Motor Vehicles	Total
	Rs. In Lacs	Rs. In Lacs	Rs. In Lacs	Rs. In Lacs
Net Block				
As on 1st April 2013	0.36	0.12	8.57	9.04
Additions during the year	-	-	-	-
Depreciation during the year	(0.05)	(0.07)	(1.28)	(1.41)
As at 31st March 2014	0.30	0.05	7.28	7.63
Additions during the year	-	-	-	-
Depreciation during the year	(0.05)	(0.05)	(1.49)	(1.58)
As at 31st March 2015	0.25	0.00	5.79	6.05

16. OTHER INCOME

Particulars	31.03.2015	31.03.2014
	Rs.	Rs.
Interest Receipts	24.22	9.18
Dividend Income	0.41	0.65
Profit/(Loss) on Sale of Investments	1.59	0.12
Interest on FD	6.14	3.33
Total	32.35	13.28

17. EMPLOYEE BENEFIT EXPENSES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Salaries & Bonus	4.83	3.52
Director's Remuneration	0.31	1.50
Staff welfare expense	0.31	0.04
Total	5.45	5.06

18. FINANCE COST

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Interest on Overdraft	1.59	1.16
Bank Charges	0.06	0.06
Total	1.65	1.22



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

19. ADMINISTRATION EXPENSES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Advertisement & Publicity	0.40	0.11
Payment to Auditor		
Statutory Audit Fees	0.20	0.20
Commission & Brokerage	0.00	0.22
Conveyance Expenses	0.25	0.02
Courier & Postage	0.06	0.05
Electricity Expenses	0.16	0.05
General Expenses	0.21	0.02
Marketing Making-Fees	1.35	1.00
NSDL & CDSL Charges	0.19	0.44
Interest on Income Tax	0.19	-
Listing Fee	0.36	-
Office Rent	0.60	0.16
Vehicle Maintenance & Insurance	0.30	0.06
Professional Fees	3.17	1.69
Printing & Stationery	0.26	0.07
Preliminary Expenses w/off	-	0.08
Public Issue Expenses	4.08	4.08
Travelling & Boarding Charges	3.48	1.00
Filing Fees	0.43	0.26
RTA Expenses	0.34	0.17
Transaction Charges	0.04	0.00
Website Expenses	0.19	0.05
Share Issue Expenses W/Off	0.32	0.70
Telephone Charges	0.26	0.33
Total	16.85	10.78

20. Basic & Diluted EPS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Net Profit for the Current Period	5.36	2.51
Weighted Average Nos. of Shares	64.93	61.64
Basic & Diluted EPS	0.08	0.04

21. CONTINGENT LIABILITIES & COMMITMENTS : NIL

22.ADDITIONAL INFORMATION DISCLOSED AS PER PART II OF THE COMPANIES ACT, 2013 :

Particulars	31.03.2015 Rs. In Lacs	31.03.2014 Rs. In Lacs
Value of imports calculated on CIF basis by the Company during the financial year in respect of : Capital Goods (Sony Projector)	121.13	Nil

23. IPO DETAILS : The Company has raised an IPO during the financial year 2013-14. The Details are given below:

Issue Open	May 17, 2013 - May 21, 2013
Issue Type	Fixed Price Issue IPO
Issue Size	2,000,000 Equity Shares of Rs. 10 each
Issue Size	Rs. 280.00 Lacs
Face value	Rs. 10 per Equity Share
Issue Price	Rs. 14 per Equity Share
Market Lot	10,000 Equity Shares
Listing at	BSE - SME



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

24. IPO PROCEEDS AND NET PROCEEDS

Particulars	Amount (Rs. In Lacs)
Issue Proceeds	280.00
Less : Issue Related Expenses	46.87
Net Proceeds	233.13

25. UTILISATION OF THE NET PROCEEDS

Particulars	Amount (Rs. In Lacs) (14-15)	Amount (Rs. In Lacs) (13-14)
Work-In-Progress for Media Contents	-	40.00
Security Deposit and Advances against Media Contents	-	55.51
FD with HDFC Bank	-	50.00
Repayment of Advances	-	24.00
Loans On Interests	-	55.00
Investment in Shares	-	7.50
Balances in Current Accounts	-	1.12
Incurring in Media Activities	1.12	-

26. SEGMENT REPORTING

The company is primarily engaged in the single business of Media & Event Management and there is no reportable secondary segment i.e. geographical segment. Hence, the disclosure requirement of Accounting Standard-17 "Segment Reporting" as notified by Companies (Accounting Standards) Rules, 2006 (as amended) is not applicable.

27. AMOUNT DUE FROM DIRECTORS/PARTIES/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED, IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013 : NIL

28. TRANSACTION WITH RELATED PARTIES (Section 188 Of The Companies Act 2013:

Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount in Rs. In Lacs		
			Opening Balance	Transactions during the year	Closing Balance
Saraa Media Works Private Limited	Common Directorship	Media Advances & Interest Free Deposits	40.00	33.09	73.09
			(-)	(40.00)	(-)
SagarOnsys Institute of Gaming Multimedia and Animation Pvt Ltd	Common Directorship	Investment in Equity Shares	7.50	-	7.50
			(-)	(7.50)	(-)
Fayaz Usman Faheed	Managing Director	Loan Taken	-	113.30	113.30
			(-)	(-)	(-)
S Krishna Rao	Executive Director	Remuneration	-	0.31	-
			(-)	(-)	(-)
Dinanath ShyamSundar	Key Managerial Personnel	Remuneration	-	-	-
			(-)	(1.50)	(-)

*Figures in Brackets represents amounts for previous years.

29. CONFIRMATION OF BALANCES/RECONCILIATION OF ACCOUNTS PERTAINING TO CERTAIN ADVANCES/CREDITORS/DEBTORS IS PENDING AS AT PERIOD END. HENCE, THE BALANCES HAVE BEEN ADOPTED AS PER THE BOOKS OF ACCOUNTS.



30. PREVIOUS YEAR'S FIGURES HAVE BEEN REGROUPED WHEREVER NECESSARY TO CONFORM TO CURRENT PERIOD'S CLASSIFICATION.

31. CONSEQUENT TO THE ENACTMENT OF THE COMPANIES ACT, 2013 (THE ACT) AND ITS APPLICABILITY FOR ACCOUNTING PERIODS COMMENCING FROM 1ST APRIL 2014, THE COMPANY HAS REASSESSED THE REMAINING USEFUL LIFE OF FIXED ASSETS IN ACCORDANCE WITH THE PROVISIONS PRESCRIBED UNDER SCHEDULE II TO THE ACT. THERE ARE NO ASSETS WHICH HAVE COMPLETED THEIR USEFUL LIFE. IN CASE OF OTHER ASSETS, THE CARRYING VALUE (NET OF RESIDUAL VALUE) IS BEING DEPRECIATED OVER THE REVISED REMAINING USEFUL LIFE. THE DEPRECIATION AND AMORTIZATION EXPENSES CHARGED FOR YEAR ENDED WOULD HAVE BEEN LOWER BY RS. 42,946/-, HAD THE COMPANY CONTINUED WITH THE PREVIOUS ASSESSMENT OF USEFUL LIFE OF SUCH ASSETS.

32. DETAILS OF LOAN AS PER SECTION 186 OF THE COMPANIES ACT, 2013

S. No	Loan To	Amt (Rs. In Lacs)	Purpose of the Loan
1	Abhijeet Hoda (HUF)	47.00	Working Capital Loan
2	Amaar Foundation & Properties Pvt Ltd	20.00	Working Capital Loan
3	Awesome Builder Private Limited	30.00	Working Capital Loan
4	Kankriya Enterprises Private Limited	25.00	Working Capital Loan
5	P. Ravichandran	10.00	Working Capital Loan
6	Shrinivasa Roadways Private Limited	50.00	Working Capital Loan
7	Sidharth Merchandile Private Limited	35.00	Working Capital Loan
8	Tanushree Hoda	5.00	Working Capital Loan
9	V. Gajarajan	20.00	Working Capital Loan
10	Vijay Enterprises	5.00	Working Capital Loan
	Total	247.00	

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.
Chartered Accountants

For and on Behalf of the Board

Sd/-
NIKUNJ KANODIA
Proprietor
M. No : 069995
FRN. 327668E

Sd/-
FAYAZ USMAN FAHEED
(DIN:00252610)
Managing Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Sd/-
SUMATI KOTHANDAN
CFO

Place : Kolkata
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015



CIN : U72900TN2008PLC067982

Reg. Off.: Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008

(T) (91)- 044-4355227 (F) (91) -044-42134333 Web: www.onesourcetechnmedia.com Email: onesourcetechnmedialtd@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

**7TH ANNUAL GENERAL MEETING ON THURSDAY, 24TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M.
at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002**

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/ proxy holder can attend the Meeting.

2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.



CIN : U72900TN2008PLC067982

Reg. Off.: Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008

(T) (91)- 044-4355227 (F) (91) -044-42134333 Web: www.onesourcetechnmedia.com Email: onesourcetechnmedialtd@gmail.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member : _____
Registered Address : _____
Email Id : _____
Folio No. / Client ID : _____
No. _____

I/We, being the member(s) of Share of Onesource Techmedia Limited, hereby appoint

1. Name : _____ Email Id : _____
Address : _____ Signature : _____

or failing him

2. Name : _____ Email Id : _____
Address : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company to be held on Thursday, 24th day of September, 2015 at 11.00 A.M. at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of Accounts,
2. Appointment of Auditors,

Special Business:

3. Appointment of Mrs. Kokila Gangan as Independent Director ,
4. Appointment of Mr. Fayaz Usman Faheed as Managing Director ,
5. Appointment of Mrs. Samia Faheed as Director ,

Affix Revenue Stamp

Signed this _____ day of _____ 2015

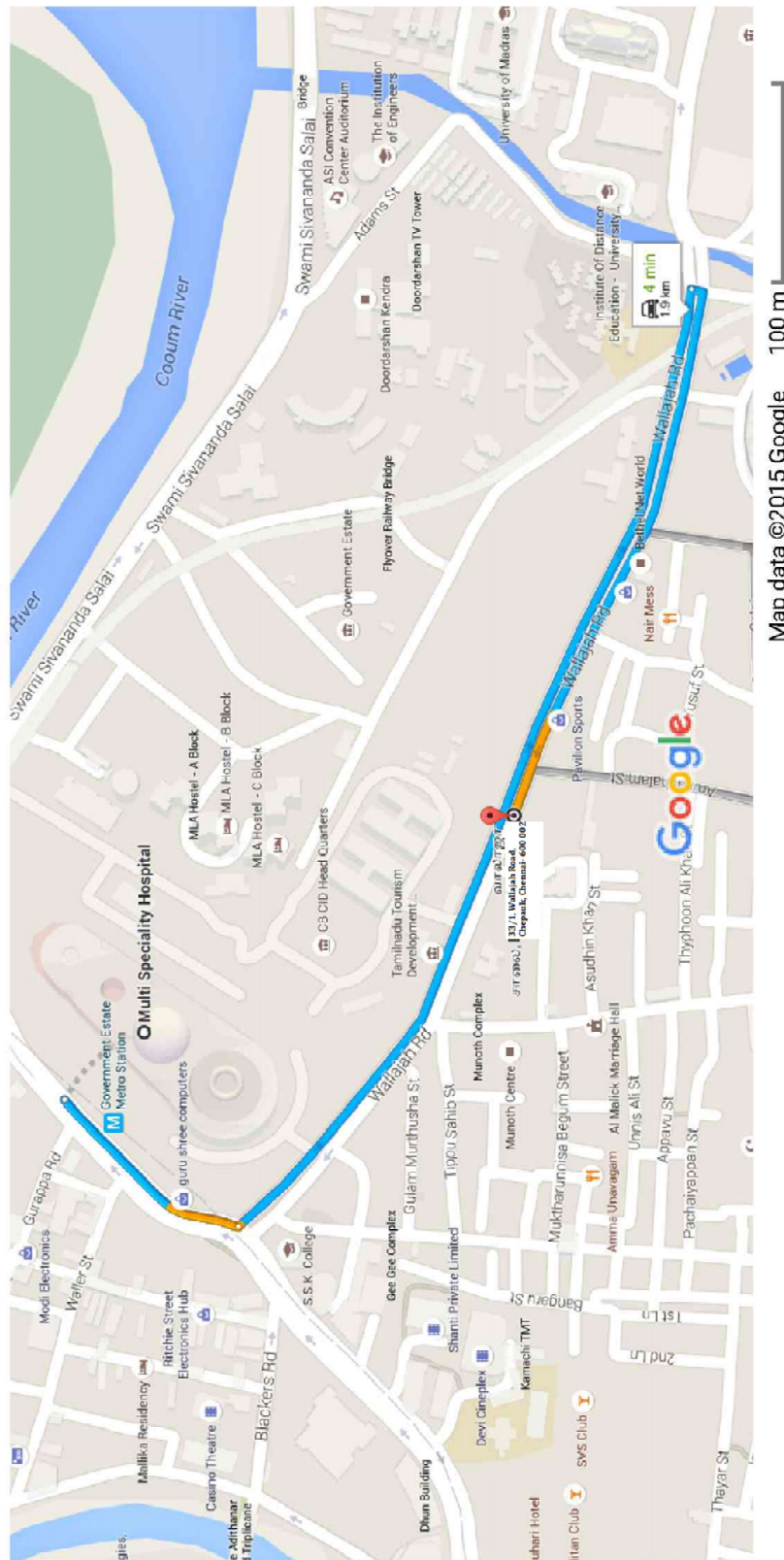
Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

- a) This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.

ROUTE MAP TO THE VENUE OF THE AGM



If undelivered Return to:

Onesource Techmedia Limited
Sindur Pantheon Plaza, 4th Floor,
346 Pantheon Road, Egmore,
Chennai – 600 008, Tamil Nadu
(T) (91)- 044-4355227
(F) (91) -044-42134333