



Onesource Ideas Venture Ltd
Ideas that create value

CIN: L74900TN1994PLC097983

T-2, IIrd Floor, Sindur Pantheon Plaza,
No. 346, Pantheon Road, Egmore, Chennai - 600 008.
P : 91- 44-4213 4343 / 44 F : 94- 44-4213 4333,
E : cs@osivl.com
W: www.osivl.com

03rd September, 2018

To,
DM-Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 530805 (BSE)

Dear Sir,

Sub: Intimation under Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In pursuance to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following intimation is being made that:

Notice is hereby given that the 24th Annual General Meeting of the Company is scheduled to be held on Thursday, 27th day of September, 2018 at 11.00 A.M at the Registered Office of the Company Situated at T2, 3rd Floor, Sindur Pantheon Plaza, 346, Pantheon Road, Egmore, Chennai- 600008. Please find enclosed the Notice of the 24th Annual General Meeting as Annexure I.

Kindly take the same on your record & oblige.

FOR ONESOURCE IDEAS VENTURE LIMITED

Fathima

FATHIMA JALAL
(DIN: 00479516)

MANAGING DIRECTOR



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONESOURCE IDEAS VENTURE LIMITED, WILL BE HELD ON THURSDAY, 27TH DAY OF SEPTEMBER, 2018 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT T2, 3RD FLOOR, SINDUR PANTHEON PLAZA, 346, PANTHEON ROAD, EGMORE, CHENNAI- 600 008 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENT:

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

To Receive, Consider and Adopt:

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

Item 2: APPOINTMENT OF AUDITORS:

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-

FATHIMA JALAL

(DIN: 00479516)

DATE : 14TH AUGUST, 2018

PLACE : CHENNAI

MANAGING DIRECTOR

IMPORTANT NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions set out is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 21st September, 2018 to Thursday 27th September 2018 (both days inclusive) (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 24th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 24th Annual Report will also be available on the Company's website www.osivl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@osivl.com.

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

12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2018.
14. **Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 15 days in advance, so as to keep the information ready at the Meeting.**
15. **Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

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

h. After entering these details appropriately, click on “SUBMIT” tab.

i. Members holding shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in the Notice. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k. Click on the EVSN: 180818017 for the relevant Company Name i.e. Onesource Ideas Venture Limited for which you choose to vote.

l. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

16. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cs@osivl.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 26th September 2018 upto 5:00 pm without which the vote shall not be treated as valid.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Thursday, 20th September, 2018.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e., Thursday, 20th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., Thursday, 20th September, 2018, may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com.
20. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
21. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
22. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
23. Scrutiny of the Voting Process:
 - a) The Board of directors has appointed Ms. Deepika K, Company Secretary (Certificate of Practice No. 18437 & Membership No. 40527), Chennai as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner and She has consented to act as Scrutinizer
 - b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours from the conclusion of the AGM

to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

- c) The results, along with the report of the Scrutinizer shall be hosted on the Company’s website www.osivl.com and on the website of CDSL immediately after the declaration of result by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

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

Sd/-

FATHIMA JALAL

(DIN: 00479516)

MANAGING DIRECTOR

DATE : 14TH AUGUST, 2018

PLACE : CHENNAI

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

ITEM NO. 3:

Mr. Raji (DIN: 07302320) is a Non-Executive (Independent Director) of the Company, he joined the Board of Directors on 19th July, 2017. Mr. Raji is the Member of the “Audit Committee”, “Nomination and Remuneration Committee” & “Stakeholders Relationship Committee” of the Board of Directors of our Company. Mr. Raji ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and being eligible, seeks appointment as an Independent Director for a term of five years.

Mr. Raji, aged 43 years holds Master’s Degree in Business Administration. He has more than 15 years of experience in the field of Finance, Administration, Information Technology and Marketing. With his in-depth knowledge in the aforementioned field of business, the board of Directors of your company us are of the opinion that he would be a valuable asset to the company in its growth.

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

Sr. No	Name of the Company	Date of appointment	Designation
1	Trivikrama Industries Limited	30.01.2016	Director
2	CKM Homecare Solutions Private Limited	30.01.2016	Director

Mr. Raji apart from holding the committee positions in our company also holds the membership of “Audit Committee”, “Nomination and Remuneration Committee” & “Stakeholders Relationship Committee” of Trivikrama Industries Limited.

Mr. Raji does not hold any Equity Shares in M/s Onesource Ideas Venture Limited.

Mr. Raji, during the FY 2017-2018 has attended 8 (Eight) Board Meetings.

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 shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Raji ;

- (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 he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

He 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 Mr. Raji as an Independent Director of the Company upto 18th July, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Raji, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Raji 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 his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Raji as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Raji as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Mr. Raji , 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:

Mr. Sankara Narayanan Sundaram (DIN: 00975329) is a Non-Executive (Independent Director) of the Company, he joined the Board of Directors on 19th July, 2017. He is the Chairman of the "Audit Committee", "Nomination and Remuneration Committee" & "Stakeholders Relationship Committee" of the Board of Directors of our Company. Mr. Sankara Narayanan Sundaram ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section

149 and other applicable provisions of the Companies Act, 2013, and being eligible, seeks appointment as an Independent Director for a term of five years.

Mr. Sankara Narayanan Sundaram, aged 61 years, has a Masters’ Degree in Business Administration and has more than 3 decades of experience in corporate world and has served at various senior positions with leading MNCs in the past. Currently he is involved in developing strategies and systems for various corporates houses to optimise their efficiency. Further he also provides corporate houses with valuations on assets (both tangible and intangible) and enterprises.

As an Independent Director of our Company with his vast corporate acumen, the board of Directors of the Company is of the opinion that not only he would be a valuable asset to the company but shall also propel the company in its growth and market penetration.

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

Sr. No	Name of the Company	Date of appointment	Designation
1	Avancera Business Solutions Private Limited	09.08.2017	Director
2	Pathway Technosolutions India Private Limited	16.01.2017	Director

Mr. Sankara Narayanan Sundaram does not hold any membership in Committees of Board other than that of our Company.

Mr. Sankara Narayanan Sundaram does not hold any Equity Shares in M/s Onesource Ideas Venture Limited.

Mr. Sankara Narayanan Sundaram, during the FY 2017-2018 has attended 8 (Eight) Board Meetings.

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 shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Sankara Narayanan Sundaram;

- (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 he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

He 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 Mr. Sankara Narayanan Sundaram as an Independent Director of the Company upto 18th July, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Sankara Narayanan Sundaram, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Sankara Narayanan Sundaram 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 his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sankara Narayanan Sundaram as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sankara Narayanan Sundaram as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Mr. Sankara Narayanan Sundaram, to whom the resolution relates, 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 Ordinary Resolution.

ITEM NO.5

Mr. Rohit Jhunjhunwala (DIN: 05137993), is a Non-Executive Director of the Company, He joined the Board of Directors on 01st June 2018. He is a Member of the “Nomination and Remuneration Committee” of the Board. Mr. Rohit Jhunjhunwala ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and being eligible, seeks appointment as an Director.

Mr. Rohit Jhunjhunwala (DIN: 05137993), aged 30 years, has done his M.B.A Finance and B.E Computer Science. He poses vast knowledge in the fields of Finance, Credit Rating and Information Technology and has over a decade of experience in the field of Information Technology, Marketing & Finance. He is currently an Executive Director of Radhasoami Resource Limited, a Non-Banking Financial Company. In the past, he was associated with Credit Analysis & Research Ltd. (CARE), J.P Morgan India and Bank of New York Mellon

As a Director of our Company with his vast business acumen, the Board of Directors of the Company is of the opinion that not only he would be a valuable asset to the company but shall also be the infusion of new blood in to the company’s vision leading the company to its new 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	Radhasoami Resources Limited	05.07.2016	Non Executive Director

Mr. Rohit Jhunjhunwala (DIN: 05137993) does not hold any membership in Committees of Board other than that of our Company.

Mr. Rohit Jhunjhunwala (DIN: 05137993) does not hold any Equity Shares in M/s. Onesource Ideas Venture Limited. However, it is brought out here that he is a relative of the Promoter Group of the Company.

Mr. Rohit Jhunjhunwala, during the FY 2017-2018 was not part of the Board of Directors of the Company, thus the question of the attending the Board Meeting during the said FY does not arise.

The Company has received from Mr.Rohit Jhunjhunwala:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (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 Mr.Rohit Jhunjhunwala as a Non-Executive Director of the Company pursuant to Section 149 and Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He shall 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 Mr.Rohit Jhunjhunwala (DIN: 05137993) as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.Rohit Jhunjhunwala as a Non-Executive Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No director, key managerial personnel or their relatives, except Mr.Rohit Jhunjhunwala, to whom the resolution relates and Mrs. Fathima Jalal, are interested or concerned in the resolution.

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

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

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

DATE : 14TH AUGUST, 2018
PLACE : CHENNAI