

Onesource Techmedia Limited

Tenth Annual Report

2017-2018

CORPORATE PROFILE

Board of Directors

Mr. FAYAZ USMAN FAHEED DIN: 00252610	-	Managing Director
Mrs. SAMIA FAHEED DIN: 02967081	-	Non-executive Director
Mr. BASKARAN SATHYA PRAKASH DIN: 01786634	-	Independent Director
Mr. VASUDEVAN SRIDHARAN DIN: 07487245	-	Independent Director

Key Managerial Personnel

Mrs. HEMALATHA	-	Chief Financial Officer
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Statutory Auditor

Current

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

Proposed

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

Secretarial Auditor

JAIN SONESH & ASSOCIATES

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

Bankers

Yes Bank
Hdfc Bank
Axis Bank

Registrar and Transfer Agent

PURVASHAREGISTRY (INDIA) PVT. LTD.

No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email: purvashr@mtnl.net.in

Registered Office

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

Annual General Meeting

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

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NOTICE

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

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENTS:

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

Item No. 2: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to, pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the 08th Annual General Meeting, where in M/s. K D M AND CO LLP (Firm Registration No. 013630S/S200069) Chartered Accountants were appointed as the statutory auditor of the company to hold office from the conclusion of the said 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting and subsequent written unwillingness letter received by the company from M/s. K D M AND CO LLP, Chartered Accountants, stating their unwillingness to continue as the Statutory Auditors of the company from the conclusion of the 10th Annual General Meeting, and on the recommendation of the Audit Committee, M/s. P. Shanmugaraj & Co, Chartered Accountants (Firm Registration No. 010222S) be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2023 and that the Board of Directors (including its committees thereof) be and are hereby authorized to fix the remuneration, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

SPECIAL BUSINESS:

Item No. 3: GRANTING OF BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

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

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

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

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

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

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

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

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

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

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

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

“**RESOLVED THAT** Mr. Fayaz Usman Faheed (DIN: 00252610), who was appointed we.f., 21st February, 2018 as an Additional Director of the company by the Board of Directors at their meeting held on 21st February, 2018 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company ratifies the appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company with effect from 21st February, 2018 to 30th September, 2018;

RESOLVED FURTHER THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant the resolution proposed by the company at its board meeting held on 27th April, 2018 w.r.t. the change in terms of his appointment, the company herewith confirms the terms of his appointment as under;

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

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

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

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Fayaz Usman Faheed (DIN: 00252610), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

Item No. 6: APPOINTMENT OF MR. FAYAZ USMAN FAHEED AS MANAGING DIRECTOR FROM 01ST OCTOBER, 2018 TO 30TH SEPTEMBER, 2023

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

“RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company herewith appoints Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company on the following terms, conditions and remuneration:

1. His tenure of appointment will from 01st October 2018 to 30th September, 2023;
2. He shall be paid consolidated remuneration of Rs. 1,50,000/- per month during his tenure for which he has been appointed;
3. The Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall have the authority to alter the remuneration to be paid to Mr. Fayaz Usman Faheed (DIN: 0025610), Managing Director, on Annual Basis (i.e., 01st April to 31st March) based on the company’s Human Resource Policy;
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he shall not be liable to retire by rotation.

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

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

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Fayaz Usman Faheed (DIN: 00252610), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

Item No. 7: APPOINTMENT OF MRS. SAMIA FAHEED AS NON-EXECUTIVE DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Companies Act, 2013 read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 Mrs. Samia Faheed (DIN 02967081), who was appointed w.e.f., 21st February, 2018 as an Additional Director of the Company by the Board of Directors at their meeting held on 21st February, 2018 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non-Executive Director of the company liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

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

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

Date : 20.08.2018
Place : Chennai

IMPORTANT NOTES:

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

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

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

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

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

10. Copies of the 10th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 10th Annual Report will also be available on the Company's website www.ostml.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: info@ostindia.org.
12. 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.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2018.
14. **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, and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically in the 10th Annual General Meeting (AGM). 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:-

The process and manner for remote e-voting is as under:

- a. The remote e-voting period commences on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). During this period, members of the Company holding shares in dematerialized form, as on the cut-off date i.e, 20th September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- 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
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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:

For Members holding shares in Demat Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. • 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. • 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).
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- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 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. Click on the EVSN **180822017** for the relevant Company Name i.e. "ONESOURCE TECHMEDIA LIMITED" on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. 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.
- r. Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 they have to create a compliance user which 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. 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.

15. 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 info@ostindia.org with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2018 upto 05:00 pm without which the vote shall not be treated as valid.
16. 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, 20th September, 2018.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e 20th September, 2018.
18. 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., 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**, Practising Company Secretaries (Certificate of Practice No. 18437 & Membership No. 40527) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
 - 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 result, along with the Scrutinizer's Report, will be placed on the Company's website, www.ostml.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

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

Item No. 3 & 4:

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary that the members pass a special Resolution under section 180(1)(c) and other applicable provision of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Therefore in supersession of the resolution passed in the Annual General Meeting dated 29th August, 2014, approval of members is being sought to increase the borrowing limit from Rs. 50 Crores (Rupees Fifty Crores) to Rs. 150 Crores (Rupee Hundred and Fifty Crores).

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in Item No. 3 & 4 of the accompanying Notice, accordingly, seeks members approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 and 4.

The Board recommends the resolution set forth in Item No. 3 and 4 for the approval of the Members as special resolution.

Item No. 5 & 6:

The Board of Directors at its meeting held on 21st February, 2018 appointed Mr. Fayaz Usman Faheed (DIN: 00252610) as an additional Director of the Company with effect from 21st February, 2018. 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 proposing the candidature of Mr. Fayaz Usman Faheed for the office of Managing Director of the Company.

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 21st February, 2018.

Further at the same Board Meeting Mr. Fayaz Usman Faheed was appointed as the Managing Director of the Company from 21st February, 2018 and to hold office till 30th September, 2018 on the following terms subject to the approval of the shareholders of the Company;

1. His tenure of appointment will from 21st February, 2018 to 30th September, 2018;
2. He shall be paid Remuneration of Rs. 1,00,000/- per month during his tenure for which he has been appointed ;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
4. During the tenure of his appointment he shall not be liable to retire by rotation.

Furthermore, during the Board Meeting held on 27th April, 2018 on the recommendation of Nomination and Remuneration Committee, the board of Directors of the Company proposed to change the terms of the appointment of Mr. Fayaz Usman Faheed subject to the approval of the shareholders of the Company;

1. He shall be paid consolidated remuneration of Rs. 1,00,000/- per month from 21st February, 2018 to 31st March, 2018;
2. He shall be paid consolidated remuneration of Rs. 1,50,000/- per month from 1st April, 2018 to 30th September, 2018 &
3. Other terms of his appointment remains same.

Further at the Board Meeting held on 20th August, 2018, pursuant to 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), and on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company proposed to appoint Mr. Fayaz Usman Faheed as Managing Director of the Company with effect from 01st October, 2018 to 30th September, 2023, subject to the approval of the shareholders of the company on the following terms and conditions;

1. His tenure of appointment will from 01st October 2018 to 30th September, 2023;
2. He shall be paid consolidated remuneration of Rs. 1,50,000/- per month during his tenure for which he has been appointed;
3. The Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall have the authority to alter the remuneration to be paid to Mr. Fayaz Usman Faheed (DIN: 0025610), Managing Director, on Annual Basis (i.e., 01st April to 31st March) based on the company’s Human Resource Policy;
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he shall not be liable to retire by rotation.

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.

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	OSR Cinemas Kochi Private Limited	22/03/2010	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 holds 19, 71,200 Equity shares.

Mr. Fayaz Usman Faheed during the FY 2017-2018 attended eight meetings 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.

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 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 2017-2018	FY 2016-2017	FY 2015-2016
Total Income	669.35	350.80	144.02
Profit before Tax	(173.62)	12.51	(49.52)
Profit after Tax	(173.62)	12.51	(51.02)
Net-worth	708.92	851.98	835.39

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:

His previous remuneration was Rs. 1,00,000/- per month.

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 Board. 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. Recognition or Awards:

Not Applicable

5. Remuneration Proposed:

It is proposed to pay Mr. Fayaz Usman Faheed a remuneration of Rs. 1,00,000/- per month from 21st February, 2018 to 31st March, 2018 and thereafter Rs. 1,50,000/- per Month starting from 1st April, 2018. Further it is proposed that the Board of Directors of the Company shall have the right to alter his remuneration it may deem fit based on the company's Human Resource Policy.

6. 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.

7. 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 holds 19,71,200 Equity shares.

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 set 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 2018-2019.

IV. Disclosure:

Information as required under this head is provided under the Corporate Governance head of the Director's Report of the Annual Report.

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. 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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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. 5&6 for the approval of the Members as Special resolution.

Item No. 7:

Mrs. Samia Faheed (DIN: 02967081), is a Non-Executive Director of the Company, She joined the Board of Directors on 21st February, 2018. 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	UFX Ventures Private Limited	22/10/2010	Director
2	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 2017-2018 attended all the eight meetings 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 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

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 a 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 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. 7 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 : 20.08.2018
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, 2018.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2018 is summarized below;

(Rs. in LAKHS)

Particulars	FY 2017-2018	FY 2016-2017
Revenue from Operations	645.76	393.43
Other Income	23.59	(42.63)
Total Income	669.35	350.80
Total Expenses	842.97	338.28
Profit Before Tax & Extraordinary Items	(173.62)	12.51
Tax Expense		
-Current Tax	-	-
-Deferred Tax Liability/(Assets)	-	-
Net Profit for the Year	(173.62)	12.51

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. 241.55 Lakhs as compared to previous year's profit of Rs. 114.56 Lakhs. The net loss for the year under review has been Rs. 173.62 Lakhs as compared to the previous year net profit Rs. 12.51 Lakhs. 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 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 Company has entered into related party transaction and 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**. The Policy on Related Party Transaction can be viewed on our website <http://www.ostml.com/InvestorRelation.php?act=Policy>

g. Variation in market Capitalization:

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	Increase / Decrease in %
Market Value per share	13	6.64	95.78
No. of Shares	64,92,500	64,92,500	-
Market Capitalization	8,44,02,500	4,31,10,200	95.78
EPS	(2.67)	0.19	(1,505.26)
Price earnings ratio	(4.86)	34.95	(113.93)
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			7.14

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

h. Management's Discussion and Analysis:

Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V (B) of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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:**a. First Takeover:**

Mr. Fayaz Usman Faheed has entered into a Share Purchase Agreement (SPA) dated 29th May, 2015 with Ms/. 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 Ms/. 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. Pursuant to the execution of the SPA and requisite approval from SEBI, the mandatory Letter of Offer dated 20th October, 2015 was made by the Acquirer in compliance with the regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 to acquire 16,88,050 (Sixteen LAKHS Eighty Eight Thousand Fifty Only) Equity Shares of the face value of Rs. 10 each ("**Offer Shares**"), representing 26% of the total voting share capital of the Target Company at a price of Rs. 6/- per equity share.

The Open offer was open for the following period:

Open Offer Opened on	Open Offer Closed on
02 nd November, 2015	17 th November, 2015

2,00,000 Equity Shares of the Company were tendered by the Public Shareholders for sale and the same were purchased by Mr. Fayaz Usman Faheed. On 23rd November, 2016 the Share Purchase Agreement was consummated by way of transfer of Funds by the Acquirer to M/s. S K B Finance Limited (which has amalgamated with M/s. Anurodh Merchandise Private Limited vide Amalgamation order issued by High Court, Calcutta dated 28th June, 2016) and transfer of Shares by the M/s. S K B Finance Limited to the Acquirer.

The shareholders of the Company passed special resolution vide declaration of postal ballot results on 11th March, 2017, in terms of Regulation 31 A (5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for reclassification of all the existing promoters of the Company under Public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company.

The Company subsequently filed appropriate application with BSE for the said re-classification and BSE vide its letter dated 17th May, 2017 provide its approval for the reclassification of all the existing promoters of the Company under public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company.

b. Second Takeover:

Mr. Jose Charles Martin gave a Public Announcement on 20th February, 2018 proposing to acquire 25,97,000 shares i.e. 40% of the total voting capital of the Company. Mr. Jose Charles Martin got the requisite approval from SEBI for the Open Offer with the precondition that upon successful completion of the Open Offer, Mr. Jose Charles shall be inducted as the Co-Promoter of the Company.

Upon SEBI's Approval, the final Open Offer Letter dated 04th April, 2018 was issued to the shareholders of the Company.

The Open Offer was open for the following period:

Open Offer Opened on	Open Offer Closed on
19 th April, 2018	04 th May, 2018

On 18th May, 2018 a post open offer report was issued by the Merchant banker indicating all that formalities with respect to the takeover are duly completed.

In the light of the above, the Company has inducted Mr. Jose Charles Martin as the Co-Promoter along with Mr. Fayaz Usman Faheed w.e.f., the date of completion of the Open Offer Formalities.

3. Human Resource Management:

To ensure good human resources management at Onesource Techmedia Limited, we focus on all aspects of the employee life cycle. 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 reaches the relevant teams, including the leadership.

a. Particulars of employees:

The table containing the names and other particulars of 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 Disclosure with respect to Details of the Top 10 employees as on 31st March, 2018 in pursuance to Rule 5(2)& Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure IV** to this report.

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:**

- At the beginning of the Financial year, Mr. Fayaz Usman Faheed (DIN: 00252610) was the Managing Director of the Company who continued to be the Managing Director of the company till 10th November, 2017
- Subsequently Mrs. Hemalatha K (DIN: 07976805) was appointed as Whole Time Director w.e.f 10th November, 2017 and who continued to be the Whole Time Director of the company till 21st February, 2018.
- Subsequently Mr. Fayaz Usman Faheed (DIN: 00252610) was appointed as the Managing Director of the Company w.e.f., 21st February, 2018 and he is the Managing Director of the company till the date of this report.

ii. Company Secretary:

- At the beginning of the financial year, Ms. Varsha Agarwal was the Company Secretary cum Compliance Officer, who continued to be the Company Secretary cum Compliance Officer of the company till 30th September, 2017.

iii. Chief Financial Officer:

- At the beginning of the financial year, Mrs. Hemalatha K was the Chief Financial Officer of the Company, who continued to be the Chief Financial Officer of the company till 09th November, 2017.
- Subsequently, again Mrs. Hemalatha K was appointed as the Chief Financial Officer of the Company w.e.f 21st February, 2018 and she is the Chief Financial Officer of the company till the date of this report.

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.

In-pursuance of Regulation 15(2) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 the compliance of Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) & para C, D, E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 is not applicable for a company having paid up of 10 Crore or Net-worth of 25 Crore, in the immediate preceding Financial Year & for a listed entity which has listed its specified securities on the SME Exchange. **As the securities of your Company are listed at BSE-SME Platform, the Corporate Governance Report as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company.**

a. Compliance Department:

The following changes took place in the position of the Compliance Officer of the Company till the date of this report;

- At the beginning of the Financial year, Ms. Varsha Agarwal was the Company Secretary cum Compliance Officer of the Company, who continued to be the Company Secretary cum Compliance Officer of the company till 30th September, 2017.
- Mrs. Hemalatha K (DIN: 07976805), Whole Time Director was appointed as the Compliance officer of the Company w.e.f. 10th November, 2017, to occupy the position till the Company does not find a Suitable Candidate for the Position of Company Secretary cum Compliance Officer. She continued to be the Compliance Officer of the Company till 21st February, 2018.

- Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director was appointed as the Compliance Officer of the Company w.e.f. 10th November, 2017, to occupy that position till the Company does not find a Suitable Candidate for the Position of Company Secretary cum Compliance Officer.

Further, the Board is in the Process of identifying a suitable candidate for the position of Company Secretary.

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.

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

The following changes took place in the Composition of Board of Directors of the Company till the date of this report;

- (i) The Shareholders at the 09th Annual General Meeting of the Company held on 26th September, 2017 approved the following:
 - (i) Re-Appointment of Mrs. Samia Faheed (DIN: 02967081), who retired by rotation at the 09th Annual General Meeting.
- (ii) The Board of Directors of the Company at their meeting held on 09th November, 2017 approved the following:
 - a. Appointment of Mrs. Hemalatha K (DIN: 07976805) as Additional Director w.e.f 10th November, 2017 to hold office till the conclusion of the ensuing Annual General Meeting;
 - b. Appointment of Mr. Fahad (DIN: 07625117) as Additional Director w.e.f 10th November, 2017 to hold office till the conclusion of the ensuing Annual General Meeting;
 - c. Appointment of Mrs. Hemalatha K (DIN: 07976805) as Whole Time Director w.e.f 10th November, 2017 upto 09th November, 2018;
 - d. Taking on record the resignation of Mr. Fayaz Usman Faheed (DIN: 00252610) Managing Director of the Company expressing her inability to continue as Director of the Company and the same was accepted by the Board and he was relieved from the Directorship of the Company w.e.f 10th November, 2017 and
 - e. Taking on record the resignation of Mrs. Samia Faheed (DIN: 02967081) Director of the Company expressing her inability to continue as Director of the Company and the same was accepted by the Board and she was relieved from the Directorship of the Company w.e.f 10th November, 2017.
- (iii) The Board of Directors of the Company at their meeting held on 21st February, 2018 approved the following:
 - a. Appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as Additional Director w.e.f 21st February, 2018 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Appointment of Mrs. Samia Faheed (DIN: 02967081) as Additional Director w.e.f 21st February, 2018 to hold office till the conclusion of the ensuing Annual General Meeting.
 - c. Appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director w.e.f 21st February, 2018 up to 30th September, 2018
 - d. Taking on record the resignation of Mrs. Hemalatha K (DIN: 07976805), Whole Time Director of the Company expressing her inability to continue as Director of the Company and the same was accepted by the Board and she was relieved from the Directorship of the Company w.e.f 21st February, 2018.
 - e. Taking on record the resignation of Mr. Fahad (DIN: 07625117), Director of the Company expressing his inability to continue as Director of the Company and the same was accepted by the Board and he was relieved from the Directorship of the Company with effect from 10th November, 2017.

(iv) 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. Ratification of the Appointment of Mr. Fayaz Usman Faheed as Managing Director from 21st February, 2018 to 30th September, 2018
- ii. Appointment of Mr. Fayaz Usman Faheed as Managing Director from 01st October, 2018 to 30th September, 2023
- iii. Ratification of the Appointment of Mrs. Samia Faheed as Non-Executive Director

c. 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 can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

d. Details with regard to meeting of Board of Directors of the Company:

(i) **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	Managing Director	Executive Director
Mrs. Samia Faheed	Director	Non-executive Director
Mr. Baskaran Sathya Prakash	Director	Independent Director
Mr. Vasudevan Sridharan	Director	Independent Director

(ii) **Meeting of Board of Directors and Attendance During the Year:**

During the FY 2017-2018, 9 (Nine) meetings of the Board of Directors of the Company were held on 30th May, 2017, 07th June, 2017, 26th June, 2017, 10th August, 2017, 24th August 2017, 28th September, 2017, 09th November, 2017, 14th November, 2017 and 21st February, 2018. The gap between two meetings did not exceed 120 days. The attendance of the members at the Board of Directors meetings was as follows:

Name of Director	Attendance Particulars		No. of Directorships in other Public Company*	No. of Chairmanship/ Membership of Board Committees in other Companies [#]	
	Board Meeting	Last AGM		Chairman	Member
Mr. Fayaz Usman Faheed ^{3 & 5}	8	Yes	-	-	-
Mrs. Samia Faheed ^{4 & 6}	8	Yes	-	-	-
Mr. Baskaran Sathya Prakash	9	Yes	1	0	2
Mr. Vasudevan Sridharan	9	Yes	-	-	-
Mrs. Hemalatha K ^{1 & 7}	2	NA	NA	NA	NA
Mr. Fahad ^{2 & 8}	2	NA	NA	NA	NA

Note:

* The Directorships held by the Directors as mentioned above 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 Regulation 26(b) of SEBI Listing Regulations, Memberships / Chairmanships of only the Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies has only been considered.

¹ Appointed as Additional Director cum Whole Time Director of the Company w.e.f 10th November, 2017 in the Board Meeting held on 09th November, 2017.

² Appointed as Additional Director cum Non-Executive of the Company w.e.f 10th November, 2017 in the Board Meeting held on 09th November, 2017.

³ Resigned from the Directorship of the Company w.e.f 10th November, 2017 in the Board Meeting held on 09th November, 2017.

⁴ Resigned from the Directorship of the Company w.e.f 10th November, 2017 in the Board Meeting held on 09th November, 2017.

⁵ Appointed as Additional Director cum Managing Director of the Company w.e.f 21st February, 2018 in the Board Meeting held on 21st February, 2018.

⁶ Appointed as Additional Director of the Company w.e.f 21st February, 2018 in the Board Meeting held on 21st February, 2018.

⁷ Resigned from the Directorship of the Company w.e.f 21st February, 2018 in the Board Meeting held on 21st February, 2018.

⁸ Resigned from the Directorship of the Company w.e.f 21st February, 2018 in the Board Meeting held on 21st February, 2018.

e. 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, 2018, the Board consist of 4 Members, 1 of whom is an Executive Director and 1 of whom is an Non-Executive Director and 2 of whom 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 can be viewed on our website <http://www.ostml.com/InvestorRelation.php?act=Policy> We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

f. 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 and Sub Regulation 1 b of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

g. 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 Programme for Independent Directors can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

h. Board's Committees:

Currently, the Board has three committees: the audit committee, the nomination and remuneration committee, and the stakeholder's 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 as follows:

- (i) **Composition of the Committees of the Board as on the date of this Report is mentioned below;**

Name of the Committee	Name of the Member	Position in the Committee
Audit Committee	Mr. Vasudevan Sridharan	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mr. Fayaz Usman Faheed	Member
Nomination and Remuneration Committee	Mr. Vasudevan Sridharan	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mrs. Samia Faheed	Member
Stakeholders Relationship Committee	Mrs. Samia Faheed	Chairman
	Mr. Vasudevan Sridharan	Member
	Mr. Fayaz Usman Faheed	Member

- (ii) **MEETING OF AUDIT COMMITTEE AND ATTENDANCE DURING THE YEAR:**

During the financial year under review, The Audit Committee Meetings were held 6 times viz., 30th May, 2017, 26th June, 2017, 10th August, 2017, 24th August, 2017, 14th November, 2017 and 21st February, 2018 and the attendance of the members at the Audit Committee Meetings was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	6	6
Mr. Baskaran Sathya Prakash	6	6
Mr. Fayaz Usman Faheed ^{1 & 4}	4	4
Mrs. Hemalatha K ^{2 & 3}	2	2

Note:

¹ He resigned from the Board of Directors of the Company w.e.f. 10th November, 2017 thus vacating the Committee Membership as well.

² She was inducted as a Member w.e.f 11th November, 2017.

³ She resigned from the Board of Directors of the Company w.e.f. 21st February, 2018 thus vacating the Committee Membership as well.

⁴ He was inducted as a Member w.e.f 22nd February, 2018.

- (iii) **MEETING OF NOMINATION AND REMUNERATION COMMITTEE AND ATTENDANCE DURING THE YEAR:**

During the financial year under review, The Nomination and Remuneration Committee Meetings was held four times viz., 30th May, 2017, 28th September, 2017, 09th November, 2017 and 21st February, 2018 and the attendance of the members at the Nomination and Remuneration Committee meeting was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	4	4
Mr. Baskaran Sathya Prakash	4	4
Mrs. Samia Faheed ^{1 & 4}	3	3
Mr. Fahad ^{2 & 3}	1	1

Note:

¹ She resigned from the Board of Directors of the Company w.e.f 10th November, 2017 thus vacating the Committee Membership as well.

² He was inducted as a Member w.e.f 11th November, 2017.

³ He resigned from the Board of Directors of the Company w.e.f 10th November, 2017 thus vacating the Committee Membership as well.

⁴ She was inducted as a Member w.e.f 22nd February, 2018

(iv) MEETING OF STAKEHOLDER RELATIONSHIP COMMITTEE AND ATTENDANCE DURING THE YEAR:

During the financial year under review, Stakeholder Relationship Committee Meetings were held 4 times viz., 30th May, 2017, 24th August, 2017, 14th November, 2017 and 21st February, 2018 and the attendance of the members at the Stakeholder Relationship Committee meeting was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mrs. Samia Faheed ^{1&8}	2	2
Mr. Vasudevan Sridharan	4	4
Mr. Fayaz Usman Faheed ^{2&7}	2	2
Mrs. Hemalatha K ^{3&5}	2	2
Mr. Fahad ^{4 & 6}	2	2

Note:

¹ She resigned from the Board of Directors of the Company w.e.f 10th November, 2017 thus vacating the Committee Membership and Chairmanship as well.

² He resigned from the Board of Directors of the Company w.e.f 10th November, 2017 thus vacating the Committee Membership as well.

³ She was inducted as a member w.e.f 11th November, 2017.

⁴ He was inducted the Chairman w.e.f 11th November, 2017.

⁵ She resigned from the Board of Directors of the Company w.e.f. 21st February, 2018 thus vacating the Committee Membership as well.

⁶ He resigned from the Board of Directors of the Company w.e.f 10th November, 2017 thus vacating the Committee Membership and Chairman as well.

⁷ She was inducted as the Chairman w.e.f 22nd February, 2018

⁸ He was inducted as a Member w.e.f 22nd February, 2018.

i. 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.

j. Listing:

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

Your Company paid the Listing Fees to the Exchange for the year 2017-18 as well as 2018-19 in terms of listing agreement entered with the said Stock Exchange.

k. Utilization of the Proceeds from IPO:

IPO Proceeds and Net Proceeds :	
Particulars	Amount in Lakhs
Issue Proceeds	280.00
Less : Issue Related Expenses	46.87
Net Proceeds	233.13

Utilisation of the Net Proceeds**(Rs. In Lakhs)**

Particulars	Amount 17-18	Amount 16-17	Amount 15-16	Amount 14-15	Amount 13-14
Work-In-Progress for Media Contents	-	-	-	-	40.00
Security Deposit and Advances against Media Contents	-	-	(50.00)	-	55.51
FD with HDFC Bank	-	-	(50.00)	-	50.00
Repayment of Advances	-	-	-	-	24.00
Loans On Interests	(25.00)	(35.00)	25.00	-	55.00
Investment in Shares	25.00	-	5.00	-	7.50
Advance against Share Purchase	-	(70.00)	70.00	-	-
Balances in Current Accounts	-	-	-	(1.12)	1.12
Incurred in Media Activities	-	105.00	-	1.12	-

l. 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 regard 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 VI** 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 in which ever 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 Executive Director. Thus there is no Fixed Notice Period or Severance Fees.

(iv) Stock Options, if any:

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

m. Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has constituted a comprehensive Code titled as "Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders" which lays down guide lines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company. The said policy can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

5. Auditors:**a. Statutory Auditor:**

At the 08th Annual General Meeting, M/s. K D M AND CO LLP (Firm Registration No. 013630S/S200069) Chartered Accountants were appointed as the statutory auditor of the company to hold office from the conclusion of the said 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting. However subsequently, the company has received a written unwillingness letter from M/s. K D M AND CO LLP, Chartered Accountants, stating their unwillingness to continue as the Statutory Auditors of the company from the conclusion of the 10th Annual General Meeting.

Keeping the same in view, the board of Directors of the company has recommended that appointment of M/s. P. Shanmugaraj & Co, Chartered Accountants (Firm Registration No. 010222S) to be appointed as Auditor of the Company to hold office from the conclusion of this the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2023

b. Secretarial Auditors:

The Board of Directors at the meeting held on 24th August, 2017 had appointed Ms. Deepika K (Membership No: A40527; COP: 18437) as the Secretarial Auditor of the Company for the FY 2017-2018, however Ms. Deepika K (Membership No: 40527; COP: 18437) issued a letter showcasing her inability to conduct the secretarial Audit of the Company for the FY 2017-2018

The Board of Directors at the meeting held on 13th July, 2018 has appointed Mr. Sonesh Jain, Practicing Company Secretary (Membership No: F9627; COP: 11865) to carry out Secretarial Audit under the provisions of Section 204 of the Act for the financial year 2017-2018

The Secretarial Audit Report for the FY 2017-2018 is appended as **Annexure V** 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:**

- a. The company has maintained records to the fixed assets, *however the Company is in the process of comprehensively compiling, completing the fixed asset register with the particulars including quantitative details, precise description of assets and situation of its fixed assets;*

The Board with respect to the above mentioned qualification herewith submits that, the company has taken appropriate steps to maintain the records of fixed assets, however, in pursuance of the ever changing provisions of law, the company is updating its registers and is in the process of comprehensively compiling, completing the fixed asset register with the particulars including quantitative details, precise description of assets and situation of its fixed assets

- b. The Company has a regular program of physical verification of its fixed assets to cover all the items of fixed assets in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. *During the year the company has undertaken physical verification of fixed assets in accordance with the program. The management is in the process of reconciling with the books of accounts and the impact if any arising out of such reconciliations, is not presently determinable.*

The Board with respect to the above mentioned qualification herewith submits that, the company has taken appropriate steps to undertake physical verification of fixed assets in accordance with the company's policy. However, as the company is in the process of comprehensively compiling the data and the same would be completed shortly.

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

- a. *The Position of Company Secretary cum Compliance Officer in terms of Section 203 (1) (ii) of the Companies Act, 2013 and Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, was filled from 01st April, 2017 to 30th September, 2017.*

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

- b. *The Company has not appointed an Auditor/Firm of Auditors who has/have subjected himself/themselves to peer review process and holds a valid certificate issued by Peer Review Board of Institute of Chartered Accountants of India as stipulated under Regulation 33 (1)(d) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.*

The Board with respect to the above mentioned qualification herewith submits that, the Board is in process of identifying a suitable audit firm which has subjected themselves to peer review process and holds a valid certificate issued by Peer Review Board of Institute of Chartered Accountants of India.

- c. *The Company has not done filing of Charge Forms wherever applicable.*

The Board with respect to the above mentioned qualification herewith submits that, the Board shall take appropriate steps to rectify the same.

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 can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

f. Vigil Mechanism:

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 behaviour, 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 can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

g. Statement on Material Subsidiary:

The Company currently does not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries can be viewed on our website: <http://www.ostml.com/InvestorRelation.php?act=Policy>

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, is not applicable.

(ii) Foreign Exchange Earnings and Outgo:**(Amount in Lakhs)**

Particulars	2018	2017
Earnings	-	-
Expenditure	606.82	568.53

(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 VI** 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. Disclosure w.r.t. to compliance with Secretarial Standards:

The Company herewith confirms that during the year under review, the company has complied with all the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India.

e. Reporting of Fraud by Auditors:

No Fraud has been reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013.

f. Soliciting Shareholder's Information :

This is to inform you that the company is in the process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE Uniform listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and e-mail id in our records. We would also like to update your current signature records in our system. To achieve this, we solicit your co-operation in providing the following details and further request you to update all your records with your Depository Participant (DP).

g. Share Transfer System:

With reference to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 the shares of the Company can be transferred only in dematerialised form w.e.f. December 05, 2018 and thus with a view to facilitate seamless transfer of shares in future and as advised by the Stock Exchanges, the shareholders holding shares in physical form are to be advised to dematerialise their shareholding in the Company.

h. 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**

Date: 20.08.2018
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

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, 2018, which were not at arm's length basis.

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

I		
(a)	Name (s) of the related party & nature of relationship	Mr. Fayaz Usman Faheed Managing Director
(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. 20 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	10.08.2017
(f)	Amount of Transaction during the FY	Rs. 141.37 LAKHS
(g)	Amount paid as advances, if any during the FY	NA

II		
(a)	Name (s) of the related party & nature of relationship	M/s. SDC Cinemas Partnership Concern of Managing Director
(b)	Nature of contracts / arrangements / transaction	Sales
(c)	Duration of the contracts / arrangements / transaction	NA
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of Sony 4k Projectors
(e)	Date of approval by the Board	30.05. 2017
(f)	Amount of Transaction during the FY	Rs. 109.09 LAKHS
(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/-
SAMIA FAHEED
(DIN: 02967081)
Director

Date: 20.08.2018
Place: Chennai

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

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

b. MACROECONOMIC SCENARIO:

The year 2017 was marked by a number of key structural initiatives to build strength across macro-economic parameters for sustainable growth in the future. The growth in the first half of the year suffered despite global tailwinds. However, the weakness seen at the beginning of 2017, seems to have bottomed out as 2018 set in. Currently, the economy seems to be on the path to recovery, with indicators of industrial production, stock market index, auto sales and exports having shown some uptick (shown below). We believe that India's economic outlook remains promising for FY17-18 and is expected to strengthen further in FY18-19. However, the signs of green shoots should not be taken for granted as downside risks remain.

The biggest challenges for 2018 are as to how the economy can maintain its recovery in the face of increasing inflationary pressures, coupled with a higher fiscal deficit as well as an increasing debt burden. The key to this conundrum lies in the revival of consumer demand and private investment.

The objective of this paper is to present an analysis of the current Indian economic scenario along with the expectations from the period ahead.

2. MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. 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 Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product.

a. **MARKET DYNAMICS:**

The Indian entertainment and media industry is expected to reach Rs3.5 trillion by 2022, growing at a compound annual growth rate (CAGR) of 11.6% between 2018 and 2022, according to a report by global accounting firm PricewaterhouseCoopers (PwC).

India is one of the highest spending and fastest growing advertising market globally.

i. **TELEVISION:**

Television industry is expected to grow at CAGR of 14.7 per cent during 2016-2021, increasing from US\$ 9.17 billion in 2016 and reaching US\$ 18.18 billion by 2021. Television is projected to garner over 46 per cent of media and entertainment by the end of 2017.

ii. **DEMOGRAPHIC FACTORS:**

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

iii. **DIGITAL OPPORTUNITY:**

Digital media has grown significantly over the past few years, and continues to lead the growth charts on advertising. Subscription revenues are emerging and are expected to make their presence felt by 2020. In 2017, digital media grew 29.4% (27.8% net of the impact of GST) on the back of a 28.8% growth in advertising and a 50% growth in subscription. Subscription, which was just 3.3% of total digital revenues in 2016, is expected to grow to 9% by 2020.

Key insights: 250 million people viewed videos online in 2017 and expected to double to 500 million by 2020. Around 40% of total mobile traffic came from the consumption of video services in 2015. This figure is expected to touch 72% by 2020. 93% of time spent on digital videos is in Hindi and other regional languages. OTT subscription in India is expected to touch INR20 billion by 2020.

iv. **ANIMATION, GAMING AND VFX INDUSTRY:**

According to E&Y Report, The animation and VFX industry has grown significantly over the years, not only supporting the growing Indian M&E sector but also serving the world. In 2017, the industry grew by 23% to reach INR67 billion.

b. **GOVERNMENT INITIATIVES:**

The Government of India has increased the FDI limit from 74% to 100% in the sector through the automatic route, provided it is in compliance with the Reserve Bank of India guidelines. The Government has also granted industry status to the film industry for easy access to institutional finance. The Government has carved out a National Film Policy to tap the potential of the film sector mainly for the animation segment and has agreed to set up the National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Governments have signed an audiovisual 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 among them.

c. **OUTLOOK FOR MAJOR SEGMENTS OF THE INDIAN ENTERTAINMENT & MEDIA INDUSTRY IN 2017 ARE AS FOLLOWS:**

The forecasts will only have a temporary effect on India's M&E industry. Most multilateral agencies see India grow above 7% in the medium-term. While the World Bank forecasts India to grow by 7.5% in both 2019 and 2020, IMF forecasts suggest the growth rate to be 7.4% in FY19 and further increase to 7.8% in FY2021. The M&E sector grows with the economy albeit at a higher pace and its medium term outlook is bright.

The global economy is expected to grow at 3.9% this year, faster than the 3.7% forecast by IMF in October 2017. Global growth is expected to boost India's exports, which have been facing a slowdown in recent years. The medium-term outlook for the economy will have a positive effect on India's M&E industry as advertisements account for around 50% of revenues. More so, export-led entertainment companies are expected to gain from global growth. Largely driven by sentiment, ad spends by companies are expected to increase in FY 19 and beyond. A booming economy witnesses higher spending of various industries on advertisement as sales grow.

i. TELEVISION:

The TV industry grew from INR594 billion to INR 660 billion in 2017, a growth of 11.2% (9.8% net of taxes). Advertising grew to INR267 billion while distribution grew to INR393 billion. Advertising comprised 40% of revenues, while distribution was 60% of total revenues. At a broadcaster level, however, subscription revenues (including international subscription) made up approximately 28% of revenues.

ii. FILM:

The Indian film segment grew 27% in 2017 on the back of box office growth – both domestic and international – coupled with increased revenues from sale of satellite and digital rights. All sub-segments, with the exception of home video grew and the film segment reached INR156 billion in 2017.

iii. PRINT MEDIA:

Print accounted for the second largest share of the Indian M&E sector, growing at 3% to reach INR303 billion in 2017. Print media is estimated to grow at an overall CAGR of approximately 7% till 2020 with vernacular at 8%-9% and English slightly slower. This growth is expected despite the FDI limit remaining unchanged at 26% and therefore restricting access to foreign print players and the imposition of GST at 5% on the advertising revenues of the print industry for the first time in history.

While magazines contributed 4.3% to the total print segment, the segment was at largely status quo with not many significant new launches in 2017. Circulation was further advanced through app-based aggregation and discovery such as Daily Hunt, Magzter etc though it will take some years to translate into top-line growth.

iv. RADIO:

The Indian radio segment increased by around 6.5% in 2017, on the back of the lingering effect of demonetization between November 2017 to March 2018 and the impact of GST. Key drivers of growth for the radio segment remain a large youth population, growth in the quality and quantity of film music on the radio, built-in FM receivers in most hand phones sold in India (76% of audiences listen to FM radio via mobile devices), increased time spent out of the home in transit, building a strong local connect. Also, radio is a free medium, and free offerings will always find a place in the entertainment mix of most Indians.

v. MUSIC:

India is one of the countries where digital music sales have overtaken physical sales. Sales of digital music or through digital channels account for around 65% of overall music sales in India. However, despite the high level of consumption, the music industry accounts for less than 1% of the Indian M&E industry. Revenue leakages through piracy, the steady decline of physical formats, disintermediation due to the emergence of new media, price erosion due to disintermediation and high content-acquisition costs have been roadblocks in the industry's growth.

vi. INTERNET ADVERTISING:

In 2017, the number of advertisers on TV grew to 12,964 and ad volumes grew to 70 million insertions, as reported by BARC. Ad volume growth was dependent on several factors such as cricket, elections in several large Indian states, penetration of regional channels, launch of new channels, and marquee non-fiction programming, which continued to attract advertisers, irrespective of the impact of demonetization or GST.

vii. GAMING AND VFX INDUSTRY:

The animation sector in India has been growing at a steady pace over the past few years and reached INR17 billion in 2017, registering a growth of 13% over 2016. It is expected to grow at a CAGR of 11% till 2020.

3. THE ROAD AHEAD:

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. Growth is expected in retail advertisement, on the back of factors such as several players entering the food and beverages segment, e-commerce gaining more popularity in the country, and domestic companies testing out the waters. The rural region is also a potentially profitable target.

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 <http://www.ostml.com/InvestorRelation.php?act=Policy>.

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. 241.55 Lakhs as compared to previous year's profit of Rs. 114.56 Lakhs. The net loss for the year under review has been Rs. 173.62 Lakhs as compared to the previous year net profit Rs. 12.51 Lakhs. 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, 2018 have 44 permanent employees on our rolls.

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

**Date: 20.08.2018
Place: Chennai**

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

**Sd/-
SAMIA FAHEED
(DIN: 02967081)
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	<p>➤ Mr. Fayaz Usman Faheed (DIN: 00252610) is the Managing Director of the Company as date of this Report. Further he is paid a remuneration of Rs. 1,00,000 every month. The median remuneration of the employees is Rs. 24,600 per month which is almost one fourth of the salary of the Director.</p> <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Ratio of the Median</th> </tr> </thead> <tbody> <tr> <td>Mr. Fayaz Usman Faheed</td> <td>4.06 : 1</td> </tr> </tbody> </table>	Name of the Director	Ratio of the Median	Mr. Fayaz Usman Faheed	4.06 : 1
Name of the Director	Ratio of the Median					
Mr. Fayaz Usman Faheed	4.06 : 1					
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	<p>There was no increase in the salary of Mr. Fayaz Usman Faheed, Managing Director of the Company.</p> <p>Mrs. Hemalatha K resigned from the post of Chief Financial Officer w.e.f 09th November, 2017.</p> <p>Mrs. Hemalatha K was appointed as Chief Financial Officer w.e.f 21st February, 2018 and was drawing a remuneration of Rs. 75,000 per month.</p> <p>Due to changes in the said post during the Financial Year 2017-2018, the percentage increase in remuneration of Chief Financial Officer cannot be calculated.</p>				
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, 2018 was Rs. Rs. 24,600/- and as on 31 st March, 2017 is Rs. 22,375/- , thus the median employee remuneration has increased by 9.94%				
4.	The number of permanent employees on the rolls of company	44 Employees as on 31 st March, 2018				
5.	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	Since the median employee remuneration has increased by 9.94% and there is no increase in the Managerial Remuneration, the question of calculation of 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 does not arise,				
6.	If remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.				

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

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Date: 20.08.2018
Place: Chennai

Annexure IV**DETAILS OF TOP TEN EMPLOYEES**

Particulars of Employees Information as required under Rule 5 (2) & Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended March 31, 2018:

Sr. No	Name of the Employee	Age	Designation	Nature of Employment	Amount (In Rs. Per Month)	Qualification	Experience in years	Date of Joining	Particulars of Previous Employment
1	Raja N	45	Manager	Technical	95,000	BECE	11	01-04-15	Manager UFO Movies Limited
2	Hemalatha	35	Chief Financial Officer	Accounts	75,000	Msc (IT)	12	01-06-16	Finance Manager Ufxbid2buy (India) Pvt Ltd.
3	Senthil Kumar	30	Manager	Business Development	75,000	B.E	11	06-12-17	Prasad Lab, Marketing Manager
4	Anand Vishal Kumar R	34	Head	IT	50,000	BE	11	01-07-17	Software Developer Ufxbid2buy
5	Saravanan S	38	Team Manager	Operation & Mis	46,000	BBA	16	01-09-15	Senior Manager Wisarinfotech Pvt Ltd
6	Vijay Mcenroe	37	Manager	Content	46,000	B.COM	7	01-05-17	Executive Producer Uf Media Pvt Ltd
7	Majeeth	49	Manager	Content	45,000	BA	17	01-09-16	Manager Uf Media Pvt Ltd
8	Sheik Abdul Hameed	39	Asst Manager	Operations	43,700	B.SC	18	01-07-16	Asst. Manager Uf Media Pvt Ltd
9	Mohammed KhaledYadgiri	34	Head Technical	Technical	40,000	BCA	13	01-08-16	Head Technical Ufxbid2buy
10	Nagarajan G	51	Senior Manager	Content	38,250	HSC	22	27-04-15	Sales Manager Pid Pvt Ltd

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

Date: 20.08.2018
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Annexure V

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018**

[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
33/1, Wallajah Road,
Chepauk,
Chennai- 600 002

I 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 me 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, 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.

I 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, 2018 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 Borrowings ¹;
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 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - 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 client⁴;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁵; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁶;
 - i) The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015

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.

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.

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

⁴ Not applicable to the Company, as the Company has not registered itself as a Registrars to an Issue and Share Transfer Agents.

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 to the Company, as the Company did not undertake any Buy Back of Securities during the audit period.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. Uniform Listing Agreement 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 Position of Company Secretary cum Compliance Officer in terms of Section 203 (1) (ii) of the Companies Act, 2013 and Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, was filled from 01st April, 2017 to 30th September, 2017*
- ii. *The Company has not appointed an Auditor/Firm of Auditors who has/have subjected himself/themselves to peer review process and holds a valid certificate issued by Peer Review Board of Institute of Chartered Accountants of India as stipulated under Regulation 33 (1)(d) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.*
- iii. *The Company has not filing of Charge forms wherever applicable.*

I 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 was 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.

I 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.

I further report that during the audit period;

- Pursuant to Regulation 31 A (5) and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions if any of the Companies Act, 2013 read with the Share Purchase Agreement ("SPA") dated 29th May, 2015, the Shareholders of the Company approved the Reclassification of Promoters viz., reclassification of all the existing promoters of the Company under public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company vide declaration of Postal Ballot results dated 11th March, 2017.
- Subsequent to the above, BSE vide its letter dated 17th May, 2017 provide its approval for the reclassification of all the existing promoters of the Company under public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company.
- Furthermore, in concurrence with Mr. Fayaz Usman Faheed and on completion of the Takeover Formalities as prescribed under the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 Mr. Jose Charles Martin was inducted as the Co-Promoter along with Mr. Fayaz Usman Faheed w.e.f., the date of completion of the Open Offer Formalities.

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

**FOR JAIN SONESH & ASSOCIATES
COMPANY SECRETARIES**

Sd/-
**SONESH JAIN
PROPRIETOR
FCS – 9627 COP – 11865**

**PLACE : HOWRAH
DATE : 20.08.2018**

Annexure A

To,
The Members,
M/s. Onesource Techmedia Limited
33/1, Wallajah Road,
Chepauk,
Chennai- 600 002

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of Financial and Tax records and Books of Accounts of the company.
4. Where ever required, I 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. My 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 JAIN SONESH & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
SONESH JAIN
PROPRIETOR
FCS – 9627 COP – 11865**

**PLACE : HOWRAH
DATE : 20.08.2018**

Annexure VI**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2018**[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	Onesource Techmedia Limited	
iv	Category / Sub-Category of the Company	Public Company / Limited by shares	
v	Address of the Registered office and contact details	No. 33/1, Wallajah Road, Chepauk, Chennai- 600 002 (T) (91) - 044 - 28545858 (W) : www.ostml.com Email : info@ostindia.org	
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 ; busicomp@gmail.com	

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	100

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	19,71,200	-	19,71,200	30.36	24.5
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2,65,000	-	2,65,000	4.08	-	-	-	-	(4.08)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	6,45,400	-	6,45,400	9.94	19,71,200	-	19,71,200	30.36	20.42
(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)	6,45,400	-	6,45,400	9.94	19,71,200	-	19,71,200	30.36	20.42
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) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Market Maker	1,00,000	-	1,00,000	1.54	1,20,000	-	1,20,000	1.84	0.30
Sub-Total (B)(1)	1,00,000	-	1,00,000	1.54	1,20,000	-	1,20,000	1.84	0.30
(2) Non-Institutions									
a) Bodies Corp.									
i. Indian	20,83,900	-	20,83,900	32.09	23,03,900	-	23,03,900	35.49	3.40
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,55,500	-	5,55,500	8.56	5,75,500	-	5,75,500	8.86	0.30
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	28,77,700	-	28,77,700	44.32	12,86,500	-	12,86,500	19.82	(24.50)
c) Others									
1. HUF	1,90,000	-	1,90,000	2.93	1,95,400	-	1,95,400	3.01	0.08
2. CLEARING MEMBERS	40,000	-	40,000	0.62	40,000	-	40,000	0.62	-
Sub-Total (B)(2)	57,47,100	-	57,47,100	88.52	44,01,300	-	44,01,300	67.79	(20.72)
Total Public Shareholding (B)=(B)(1)+(B)(2)	58,47,100	-	58,47,100	90.06	45,21,300	-	45,21,300	69.64	(20.42)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	64,92,500	-	64,92,500	100.00	64,92,500	-	64,92,500	100.00	-

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	Anurodh Merchandise Pvt Ltd	75,000	1.16	-	NA	NA	NA	NA
2	Kishan Kumar Jhunjhunwala	2,49,600	3.84	-	NA	NA	NA	NA
3	Radhasoami Securities Pvt Ltd	1,00,000	1.54	-	NA	NA	NA	NA
4	Carewell Consultants Pvt Ltd	90,000	1.39	-	NA	NA	NA	NA
5	N M Jhunjhunwala HUF	45,000	0.69	-	NA	NA	NA	NA
6	NathmalJhunjhunwala	45,000	0.69	-	NA	NA	NA	NA
7	B P Jhunjhunwala HUF	30,000	0.46	-	NA	NA	NA	NA
8	K K Jhunjhunwala HUF	5,400	0.08	-	NA	NA	NA	NA
9	Sulochana Devi Jhunjhunwala	5,400	0.08	-	NA	NA	NA	NA
10	Fayaz Usman Faheed	NA	NA	NA	19,71,200	30.36	-	30.36
	Total	6,45,400	9.94	-	19,71,200	30.36	-	20.42

Note:

During the year under review, the entities as shown in the Point No. 1 - 9 were reclassified under public category and entity as shown in point No. 10 was classified as Promoter vide BSE approval letter ref No. LIST/COMP/SK/118/2017-18 dated 17th May, 2017 issued under the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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.	ANURODH MERCHANDISE PRIVATE LIMITED				
	01.04.2017	75,000	1.16	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	75,000	1.16
2.	KISHAN KUMAR JHUNJHUNWALA				
	01.04.2017	2,49,600	3.84	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	2,49,600	3.84
3.	RADHASOAMI SECURITIES PRIVATE LIMITED				
	01.04.2017	1,00,000	1.54	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	1,00,000	1.54
4.	CAREWELL CONSULTANTS PRIVATE LIMITED				
	01.04.2017	90,000	1.38	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	90,000	1.38
5	N M JHUNJHUNWALA HUF				
	01.04.2017	45,000	0.69	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	45,000	0.69
6.	NATHMAL JHUNJHUNWALA				
	01.04.2017	45,000	0.69	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	45,000	0.69
7.	B.P JHUNJHUNWALA HUF				
	01.04.2017	30,000	0.46	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	30,000	0.46

8.	K K JHUNJHUNWALA HUF				
	01.04.2017	5,400	0.08	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	5,400	0.08
9.	SULOCHANA DEVI JHUNJHUNWALA				
	01.04.2017	5,400	0.08	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	*Exited from Promoter Group on 17.05.2017	-	-	5,400	0.08
10.	FAYAZ USMAN FAHEED				
	17.05.2017-Became a Promoter	19,71,200	30.36	-	-
	Increase / Decrease in Shareholding during the year				
	31.03.2018	-	-	19,71,200	30.36

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs/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						
	01.04.2017			5,10,000	7.85	-	-
	Less	02.06.2017	Market Sales	10,000	0.15	5,00,000	7.70
	Less	11.08.2017	Market Sales	5,00,000	7.70	-	-
	Ceased to be a Member w.e.f 11.08.2017						
2	LOVELY VINCOM PRIVATE LIMITED						
	01.04.2017			3,23,900	4.98	-	-
	Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2018			-	-	3,23,900	4.98
3	JAIGURU MERCHANDISE PRIVATE LIMITED						
	01.04.2017			2,80,000	4.31	-	-
	Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2018			-	-	2,80,000	4.31
4	MEENAKSHI ENTERPRISES LIMITED						
	01.04.2017			2,70,000	4.15	-	-
	Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2018			-	-	2,70,000	4.15
5	AMBE PROJECTS LIMITED						
	01.04.2017			2,50,000	3.85	-	-
	Add	10.11.2017	Purchase	50,000	0.77	3,00,000	4.62
	31.03.2018			-	-	3,00,000	4.62
6	RUHI JHUNJHUNWALA						
	01.04.2017			1,65,000	2.54	-	-
	Less	23.06.2017	Market Sales	40,000	0.61	1,25,000	1.93
	31.03.2018			-	-	1,25,000	1.93
7	SUMIT GOYAL						
	01.04.2017			1,00,000	1.54	-	-
	Exited Top Ten on 23.06.2017			-	-	1,00,000	1.54
	Entered Top Ten on 10.11.2017			1,00,000	1.54	-	-
	31.03.2018			-	-	1,00,000	1.54

8	GUINNESS SECURITIES LIMITED						
	01.04.2017		1,00,000	1.54	-	-	
	Less	14.04.2017	Market Sales	20,000	0.31	80,000	1.23
	Add	21.04.2017	Purchase	20,000	0.31	1,00,000	1.54
	Add	12.05.2017	Purchase	10,000	0.15	1,10,000	1.69
	Add	16.06.2017	Purchase	10,000	0.15	1,20,000	1.85
	11.08.2017- Exited Top Ten		-	-	1,20,000	1.85	
	10.11.2017- Entered Top Ten		1,20,000	1.85	-	-	
31.03.2018		-	-	1,20,000	1.85		
9	SUBHLABH SHARE BROKERS PRIVATE LIMITED						
	01.04.2017		90,000	1.39	-	-	
	Add	26.05.2017	Purchase	1,00,000	1.54	1,90,000	2.93
	Less	01.09.2017	Market Sales	1,90,000	2.93	-	-
Ceased to be a Member w.e.f 01.09.2017							
10	MAYANK JHUNJHUNWALA						
	01.04.2017		79,500	1.22	-	-	
	Exited Top Ten on 19.05.2017		-	-	79,500	1.22	
	Entered Top Ten on 26.01.2018		79,500	1.22	-	-	
	31.03.2018		-	-	79,500	1.22	
11.	ROHIT JHUNJHUNWALA						
	01.04.2017		75,000	1.15	-	-	
	14.04.2017- Exited Top Ten		-	-	75,000	1.15	
	21.04.2017- Entered Top Ten		75,000	1.15	-	-	
	12.05.2017- Exited Top Ten		-	-	75,000	1.15	
12.	KISHAN KUMAR JHUNJHUNWALA						
	17.05.2017- Moved to Public Category*		2,49,600	3.84	-	-	
	Increase / Decrease in Shareholding during the year		-	-	-	-	
31.03.2018		-	-	2,49,600	3.84		
13.	RADHASOAMI SECURITIES PRIVATE LIMITED						
	17.05.2017- Moved to Public Category*		1,00,000	1.54	-	-	
	Less	26.05.2017	Sales	1,00,000	1.54	-	-
	Ceased to be a Member w.e.f 26 th May, 2017						
14.	CAREWELL CONSULTANTS PRIVATE LIMITED						
	17.05.2017- Moved to Public Category*		90,000	1.39	-	-	
	Increase / Decrease in Shareholding during the year		-	-	-	-	
26.05.2017- Exited Top Ten		-	-	90,000	1.39		
15.	VENKATESH S R						
	23.06.2017- Entered Top 10		1,16,854	1.80	-	-	
	Add	30.06.2017	Purchase	26,854	0.41	1,43,708	2.21
	Add	07.07.2017	Purchase	6,292	0.09	1,50,000	2.31
	Add	11.08.2017	Purchase	90,000	1.38	2,40,000	3.69
	31.03.2018		-	-	2,40,000	3.69	
16.	TRIVIKRAMA INDUSTRIES LIMITED						
	11.08.2017- Entered Top 10		3,00,000	4.62	-	-	
	Increase / Decrease in Shareholding during the year		-	-	-	-	
	31.03.2018		-	-	3,00,000	4.62	
17.	ANURODH MERCHANDISE PRIVATE LIMITED						
	11.08.2017- Entered Top Ten		2,75,000	4.23	-	-	
	Add	25.08.2017	Purchase	60,000	0.92	3,35,000	5.15
	Less	10.11.2017	Market Sales	1,00,000	1.54	2,35,000	3.61
	Add	26.01.2018	Purchase	45,000	0.69	2,80,000	4.31
	31.03.2018		-	-	2,80,000	4.31	
18.	NORTH EASTERN EXPORTERS LIMITED						
	01.09.2017- Entered Top Ten		1,90,000	2.92	-	-	
	Add	10.11.2017	Purchase	50,000	0.77	2,40,000	3.69
31.03.2018		-	-	2,40,000	3.69		

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				
	01.04.2017	15,000	0.23	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2018	-	-	15,000	0.23
2	FAYAZ USMAN FAHEED – MANAGING DIRECTOR				
	01.04.2017	19,71,200	30.36	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2018	-	-	19,71,200	30.36

V. INDEBTEDNESS:

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

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i. Principal Amount	140.53	795.56	-	936.09
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	140.53	795.56	-	936.09
Change in Indebtedness during the FY				
➤ Addition	502.15	141.25	-	643.40
➤ Reduction	97.63	-	-	97.63
Net Change	404.52	141.25	-	545.77
Indebtedness at the End of the FY				
i. Principal Amount	545.05	936.81	-	1481.86
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	545.05	936.81	-	1481.86

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Rs. In Lakhs)

Sl.No.	Particulars of Remuneration	Fayaz Usman Faheed {MD}	Kuppusamy Hemalatha {WTD}	Total Amount
1	Gross salary	08.00	3.00	11.00
	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)	08.00	3.00	11.00
	Ceiling as per the Act (in accordance with Section II of the Schedule V of the Companies Act, 2013)			60

B. Remuneration to other directors:

(Rs. In Lakhs)

Sl.No.	Particulars of Remuneration	Name of Directors	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:

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	CEO	Varsha Agarwal {CS}	Kuppusamy Hemalatha {CFO}	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1.80	5.30	7.10
	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		1.80	5.30	7.10

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(Rs. In Lakhs)

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)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Date: 20.08.2018

Place: Chennai

INDEPENDENT AUDITOR'S REPORT**To the Members of Onesource Techmedia Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **Onesource Techmedia Limited** ('the Company'), which comprise the balance sheet as at 31st March 2018, and the statement of profit and loss and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's 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 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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 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 judgments 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 misstatement, 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 the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit of financial statements 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 judgment, including the assessment of the risks of material misstatement 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 obtained by us is sufficient and appropriate to provide a basis for our qualified 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, of the state of affairs of the Company as at March 31, 2018, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 25(a) of the financial statements regarding confirmation of balances or reconciliation of accounts pertaining to certain advances or creditors or debtors is pending as at year end. However the management has adopted those balances in the books of accounts as at year end. Hence those balances are subject to confirmations or reconciliations if any.

Our Opinion is not qualified in respect of this matter.

Other Matter

- i) The Company is in the process of comprehensively compiling, completing the fixed asset register with the particulars including quantitative details, precise description of assets and situation of its fixed assets and also reconciling the fixed asset register with the books of accounts;
- ii) The Company is in the process of filing GSTR 3B returns for the months from November 2017 to March 2018. The same is subject to reconciliation with the GSTR 1 returns and books of accounts.

Our opinion is not qualified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit 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 purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, 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 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact financials position.
 - ii. The company does not have any long-term contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.
2. As required by the Companies (Auditor's Report) Order, 2016 ('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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For K D M AND CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

Sd/-

Dharmaraj P

Partner

Membership No. 224216

Place: Chennai

Date: July 13, 2018

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Onesource Techmedia Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (" the Act")

We have audited the internal financial controls over financial reporting of **Onesource Techmedia Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date

Managements' Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K D M AND CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

Sd/-

Dharmaraj P

Partner

Membership No. 224216

Place: Chennai

Date: July 13, 2018

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Onesource Techmedia Limited of even date)

- (i) In respect of the fixed assets of the Company
- a. The company has maintained records to the fixed assets, *however the Company is in the process of comprehensively compiling, completing the fixed asset register with the particulars including quantitative details, precise description of assets and situation of its fixed assets;*
 - b. The Company has a regular program of physical verification of its fixed assets to cover all the items of fixed assets in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. *During the year the company has undertaken physical verification of fixed assets in accordance with the program. The management is in the process of reconciling with the books of accounts and the impact if any arising out of such reconciliations, is not presently determinable.*
 - c. According to the information and explanations given to us, there are no immovable properties held in the name of the company as at March 31, 2018.
- (ii) In respect of the Inventories of the Company
- a. The inventories have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable.
 - b. In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. In our opinion, the Company has maintained proper records of inventory. The discrepancies between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) According to the information and explanations, the maintenance of cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried out by the Company and therefore the provisions of the clause 3 (v) of the Order are not applicable to the Company
- (vii) According to the information and explanations given to us, in respect of statutory dues of the Company;
- a. The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Value Added Tax, Customs Duty and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Income Tax, Value Added Tax, Customs Duty and other material statutory dues in arrears as at March 31, 2018 except for the Goods and Service Tax penalties arising out of the non-filing of GSTR 3B returns from November 2017 – March 2018, for a period of more than six months from the date they became payable.
- (viii) According to the records of the Company examined by us and explanation given to us, the company has not defaulted in repayment of loans or borrowings from financial institutions and banks. The Company has not taken any loans or borrowings from government nor has issued any debentures during the year.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year or in the recent past. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company
- (xiii) In our opinion and according to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For K D M AND CO LLP
Chartered Accountants
Firm Registration No: 013630S/S200069

Sd/-
Dharmaraj P
Partner
Membership No. 224216

Place: Chennai
Date: July 13, 2018

BALANCE SHEET AS AT 31ST MARCH 2018

(All amounts are in Indian Rupees except share data and if otherwise stated)

PARTICULARS	Note No.	As at 31st March, 2018	As at 31st March, 2017
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
(a) Share Capital	2	649.25	649.25
(b) Reserves and Surplus	3	59.67	233.29
		708.92	882.54
2. NON-CURRENT LIABILITIES			
(a) Long Term Borrowings	4	1,290.10	911.16
(b) Deferred tax Liability	5	1.37	1.37
(c) Other Long Term Borrowings	6	445.51	338.00
		1,736.98	1,250.53
3. CURRENT LIABILITIES			
(a) Trade Payables	7	13.05	56.52
(b) Other Current Liabilities	8	219.29	44.33
		232.34	100.85
TOTAL			
		2,678.24	2,233.93
I. ASSETS			
1. NON- CURRENT ASSETS			
(a) Property, Plant and Equipment			
i. Tangible Assets	9	1,409.84	1,250.21
ii. Intangible Assets		1.80	2.98
(b) Non Current Investment	10	339.35	394.18
(c) Long Term Loans and Advances	11	98.47	103.96
(d) Other Non Current Assets	12	-	30.56
		1,849.45	1,781.89
02 CURRENT ASSETS			
(a) Inventories	13	39.89	51.23
(b) Trade Receivables	14	393.55	84.61
(c) Cash and Cash Equivalents	15	20.31	15.69
(d) Short Term Loans and Advances	16	375.03	300.51
		828.78	452.04
TOTAL			
		2,678.24	2,233.93
Significant Accounting Policies	1		

The accompanying notes are an integral part of these financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR K D M & CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

FOR AND ON BEHALF OF THE BOARD

Sd/-

DHARMARAJ P

Partner

M. No : 224216

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

K.HEMALATHA

Chief Financial Officer

Place : Chennai

Date : 13th July, 2018

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2018

(All amounts are in Indian Rupees except share data and if otherwise stated)

PARTICULARS	Note No.	For the year ended 31 st March, 2018	For the yearended 31 st March, 2017
I. INCOME			
Revenue From Operations	17	645.76	393.43
Other Income	18	23.59	(42.63)
TOTAL INCOME		669.35	350.80
II. EXPENSES			
Purchase of Stock in trade	19	117.06	92.55
Changes in Inventories of Stock in trade	20	11.34	(49.59)
Employee benefit expenses	21	158.37	82.91
Finance Cost	22	57.17	5.52
Depreciation and Amortisation Expenses	23	358.00	96.52
Other Expenses	24	141.02	110.37
TOTAL EXPENSES		842.97	338.28
III. Profit/(Loss) Before Tax		(173.62)	12.51
IV. Tax Expense			
- Current Tax		-	-
- Deferred Tax		-	-
V. Profit/(Loss) for the year		(173.62)	12.51
VI. Earnings per equity share			
Basic and diluted (Rs.)		(2.67)	0.19
Weighted average number of equity shares		6,492,500	6,492,500
Nominal value of each equity share (Rs.)		10.00	10.00
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of these financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR K D M & CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

Sd/-

DHARMARAJ P

Partner

M. No : 224216

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

K.HEMALATHA

Chief Financial Officer

Place : Chennai

Date : 13th July, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(All amounts are in Indian Rupees except share data and if otherwise stated)

PARTICULARS	For the year ended 31 st March, 2018	For the yearended 31 st March, 2017
A. Cash Flow From Operating Activities		
Net Profit Before Tax & Extra-Ordinary Items	(173.62)	12.50
<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
Interest Income	(12.23)	(27.83)
Dividend Income	-	(0.39)
Profit on Sale of Investment	(11.36)	70.94
Depreciation and amortisation expenses	358.00	96.52
Interest on borrowings	57.17	5.41
Public Issue Expenses written off	30.56	4.08
Bad Debts w/off	11.91	0.71
Operating Profit Before Working Capital Changes	260.43	161.94
<i>Adjustments for Working Capital Changes</i>		
Decrease / (Increase) in Trade Receivables	(320.85)	(41.16)
Decrease / (Increase) in Inventories	11.34	(49.59)
Decrease / (Increase) in Short Term Loans & Advances	(74.52)	167.41
(Decrease) / Increase in Trade Payable	(43.47)	46.90
(Decrease)/Increase in Other current liabilities	174.96	9.59
Cash Generated from Operations	7.89	295.09
Taxes Paid During the Year	-	-
Net Cash Flow from Operating Activities	7.89	295.09
B. Cash Flow From Investing Activities		
Net (Purchase)/Sale of Non-Current Investments	66.18	(105.75)
Net (Purchase)/Sale of Property, Plant and Equipment	(516.44)	(801.75)
Other Non Current Assets	5.50	4.08
Long term loans and advances	-	(0.01)
Interest Received	12.23	27.83
Dividend Receipts	-	0.39
Net Cash Flow from Investing Activities	(432.54)	(875.21)
C. Cash Flow From Financing Activities		
Increase/(Decrease) in other Long term Liabilities	107.51	212.77
Interest on Borrowings	(57.17)	(5.42)
Long term Borrowings	378.94	375.81
Net Cash Flow from Financing Activities	429.28	583.16
D. Net Increase /(Decrease) in Cash & Cash Equivalents	4.64	3.04
E. Opening Cash & Cash Equivalents	15.69	12.65
F. Closing Cash & Cash Equivalents (Note 16)	20.33	15.69

Notes:

- The above Cash flow statement has been prepared under indirect method set out in the Accounting Standard (AS) 3 Cash flow statement.
- Previous Year Figures have been regrouped and rearranged wherever necessary, to conform to current year's classification.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR K D M & CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

FOR AND ON BEHALF OF THE BOARD

Sd/-
DHARMARAJ P
Partner
M. No : 224216

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
K.HEMALATHA
Chief Financial Officer

Place : Chennai
Date : 13th July, 2018

NOTES ON THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2018**1. Corporate Information**

Onesource Techmedia Limited ("the company") was incorporated on May 30, 2008 under the Companies Act, 1956 having its registered office at Chennai. The company is engaged in the media and entertainment sector.

A) Basis of preparation of financial statements

These financial statements have been prepared in accordance with the generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006 as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013. Based on the nature of products or services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities.

B) Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the period and disclosure of contingent liabilities as of the Balance Sheet date. The estimates and assumptions used in these financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from these estimates

C) Tangible Assets

"Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes related duties, freight etc. and interest on borrowed funds, if any, attributable to acquisition/construction of qualifying fixed assets and is net of CENVAT and VAT credits.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost or revalued amount are recognised in the Statement of Profit and Loss."

D) Intangible Assets

"Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies."

E) Depreciation

Depreciation on Fixed assets is calculated on written down value basis using the useful lives prescribed under Schedule II of Companies Act, 2013.

ASSET PARTICULARS	USEFUL LIFE
Motor car	8 Years
Plant and machinery	15 Years
Computers	3 Years
Furniture & Fittings	10 Years
Electrical Equipment	10 Years
Computer softwares	6 Years

For the above class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives as given above best represent the period over which management expects to use these assets.

F) Impairment of assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

G) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from operating activities
From sale of products

"**Sale of goods:** Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Sale of Services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service."

Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

H) **Lease**

The Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss as per the applicable lease terms.

I) **Inventory**

Inventories are stated at lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

J) **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.

K) **Retirement Benefits**

Retirement benefits in the form of provident fund are a defined contribution scheme and the contributions are charged to the statement of profit and loss of the year when the contributions to the provident fund are due. There are no other obligations other than the contribution payable to the government administered provident fund. Short-term employee benefits are recognized as an expense as per the Company's scheme based on expected obligation.

L) **Borrowing Cost**

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

M) **Cash and cash equivalents**

Cash flows are reported using the indirect method as set out in AS-3, whereby net profit before tax is Cash and cash equivalents comprise of cash-in-hand, demand deposit with banks, other short term highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

N) **Taxation**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available."

O) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share are the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares."

P) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**NOTE NO.2 - SHARE CAPITAL**

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	No of Shares	Amount Rs. (In Lakhs)	No of Shares	Amount Rs. (In Lakhs)
Authorised				
Equity Shares of Rs.10/- each	75,00,000	750.00	75,00,000	750.00
	7,500,000	750	7,500,000	750
Issued, Subscribed and Paid up Share Capital				
Equity Shares of Rs.10/- each fully paid up	6,492,500	649.25	6,492,500	649.25
	6,492,500	649.25	6,492,500	649.25

a) The reconciliation of the number of shares outstanding

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	No of Shares	Amount Rs. (In Lakhs)	No of Shares	Amount Rs. (In Lakhs)
Equity Shares at the beginning of the year	6,492,500	649.25	6,492,500	649.25
Issued during the year	-	-	-	-
Equity Shares at the end of the year	6,492,500	649.25	6,492,500	649.25

b) Rights, Preferences and Restrictions attached to Equity Shares:

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.

c) The details of Shareholder holding more than 5% shares

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No of Shares	% held	No of Shares	% held
Mr.Usman Faheed	1,971,200	30.36	1,971,200	30.36
M/s.Radhasoami Securities Private Limited	-	-	510,000	7.86
Total	1,971,200	30.36	2,481,200	38.22

NOTE NO.3 - RESERVES AND SURPLUS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Securities Premium Account		
Balance at the Beginning of the year	250.75	250.75
Add: Profit/(Loss) for the year	-	-
Balance as at the end of the year	250.75	250.75
Surplus/(Deficit) in P& L Account		
Opening Balance	(17.46)	(29.97)
Add : Profit/(Loss) for the year	(173.62)	12.51
Balance as at the end of the year	(191.08)	(17.46)
Total	59.67	233.29

NOTE NO.4 – LONG TERM BORROWINGS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Secured		
Term Loan	353.30	115.60
Unsecured		
Loans and Advances From Related parties	936.81	795.56
Total	1,290.10	911.16

Nature of Security

Secured by way of hypothecation of vehicles in case of vehicle loans

There is no default in repayment of the loans and interest thereon.

NOTE NO.5 - DEFERRED TAX

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
On account of depreciation	1.37	1.37
Total	1.37	1.37

NOTE NO.6 - OTHER LONG TERM BORROWINGS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Unsecured Loans		
Deposits Received	445.51	338.00
Total	445.51	338.00

NOTE NO.7 - TRADE PAYABLES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Total outstanding dues to micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	13.05	56.52
Total	13.05	56.52

NOTE NO.8 - OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Current Maturities of long term debt	191.75	24.93
Employee Benefits Payable	23.92	14.68
Statutory Dues Payable	3.62	4.73
Total	219.29	44.33

NOTE NO.9 - PROPERTY, PLANT AND EQUIPMENT

(Rs. In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION			NET VALUE	
	As at 1st April 2017	Addition	Sale / Adjustment	As at 31st March 2018	As at 1st April 2017	For the year	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
Tangible assets									
Plant & Machinery	1,147.83	490.44	-	1,638.27	116.98	271.90	388.88	1,249.38	1,030.84
Motor Cars	183.32	-	-	183.32	25.99	49.28	75.26	108.06	157.34
Motor Cycle	1.43	0.64	-	2.07	0.72	0.26	0.99	1.08	0.71
Computers	47.05	22.97	-	70.02	17.00	26.97	43.97	26.05	30.06
Furniture & Fittings	34.26	2.40	-	36.66	4.73	7.96	12.68	23.98	29.53
Electrical Installations and Equipment	2.75	-	-	2.75	1.00	0.46	1.46	1.28	1.75
Total	1,416.64	516.44	-	1,933.08	166.42	356.83	523.25	1,409.84	1,250.22
Intangible assets									
Computer Software(s)	7.35	-	-	7.35	4.37	1.18	5.55	1.80	2.98
Total	7.35	-	-	7.35	4.37	1.18	5.55	1.80	2.98

NOTE NO.10 – INVESTMENTS

Particulars	Face value Rs.	As at 31st March, 2018		As at 31st March, 2017	
		No. of shares	Amount Rs. (In Lakhs)	No. of shares	Amount Rs. (In Lakhs)
Investments in Equity Instruments					
Quoted Equity Shares (Fully Paid-Up)					
Blue Circle Services Limited	10	300	0.24	300	0.24
Trivikrama Industries Limited	10	348,670	22.53	98,000	10.00
Meenakshi Enterprises Limited	10	-	-	100	0.01
Ravi Kumar Distilleries Limited	10	36,000	4.15	36,000	4.15
Un-Quoted Equity Shares (Fully Paid-Up)					
Ambe Projects Limited	10	22,856	3.23	22,856	2.29
Anurodh Merchandise Private Limited	10	16,000	27.20	16,000	27.20
Aradhana Impex Private Limited	100	-	-	54,960	54.96
Compass Distributors Private Limited	10	-	-	3,000	29.50
Jmd Sounds Limited	10	10,000	30.00	128,560	192.84
Prince Tradecom Limited	10	-	-	73,000	73.00
Shriniwasa Roadways Pvt Ltd	10	250,000	250.00	-	-
Diya Jyoti Steel Pvt Ltd	10	2,000	2.00	-	-
Total			339.35		394.18
Aggregate Value of the Quoted Investments			26.92		14.40
Aggregate Value of the Un-Quoted Investments			312.43		379.79
Market Value of Quoted Investments			23.32		12.04
Provision for Diminution in the Value of Investments			-		-

NOTE NO.11 - LONG TERM LOANS AND ADVANCES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Unsecured, Considered good		
Others	98.47	103.96
Total	98.47	103.96

NOTE NO.12 - OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Public Issue Expenses	-	30.56
Total	-	30.56

NOTE NO.13 – INVENTORIES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
(At lower of cost and net realisable value)		
Stock-in-trade (goods acquired for trading)	-	50.28
Stores and spares	39.89	0.95
Total	39.89	51.23

NOTE NO.14 - TRADE RECEIVABLES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Unsecured, Considered Good		
- Over Six Months	-	-
- Within Six Months	393.55	84.61
Total	393.55	84.61

NOTE NO.15 - CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Balances with Banks in Current Account	19.57	14.09
Cash in hand	0.74	1.60
Total	20.31	15.69

NOTE NO. 16 - SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Prepaid Expenses	4.49	-
Capital Advances	12.52	-
Balances with Government Authorities	150.06	103.16
Advances recoverable in kind or for value to be received	207.97	197.36
Total	375.03	300.51

NOTE NO.17 - REVENUE FROM OPERATIONS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Sale of Products	168.15	-
Sale of Services	477.61	393.43
Total	645.76	393.43

NOTE NO.18 - OTHER INCOME

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Interest Income	12.23	27.83
Dividend Income	-	0.39
Profit/(Loss) on Sale of Investments	11.36	(70.94)
Miscellaneous Income	-	0.09
Total	23.59	(42.63)

NOTE NO.19 - PURCHASE OF STOCK IN TRADE

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Purchase of Lamps	18.77	2.65
Purchase of Projectors	71.10	81.77
Spares and consumables	27.20	8.14
Total	117.06	92.55

NOTE NO.20 - CHANGES IN INVENTORIES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Inventories at the end of the year		
- Stock in Trade	39.89	51.23
Inventories at the beginning of the year		
- Stock in Trade	51.23	1.64
Total	11.34	(49.59)

NOTE NO.21 - EMPLOYEE BENEFITS EXPENSES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Salaries and Wages	143.56	75.83
Director Remuneration	12.00	6.00
Workmen and staff welfare expenses	2.81	1.08
Total	158.37	82.91

NOTE NO.22 - FINANCE COSTS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
On Term Loans	57.17	5.52
Total	57.17	5.52

NOTE NO.23 - DEPRECIATION AND AMORTISATION

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Depreciation on Tangible Assets	356.83	94.58
Amortisation on Intangible Assets	1.18	1.94
Total	358.00	96.52

NOTE NO.24 - OTHER EXPENSES

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Advertisement & Publicity Expenses	1.72	0.71
Payment to Auditor		
Statutory Audit Fees	1.70	1.60
Tax Audit Fees	0.50	0.40
Bank Charges	1.14	0.17
Bad Debt & Sundry Balances Written Off	11.91	4.41
Conveyance Expenses	9.71	4.99
Courier & Postage	0.99	0.37
Electricity Expenses	0.09	0.09
Filing Fees	0.58	0.61
Freight & Forwarding Chrges	7.97	4.51
General Expenses	6.79	6.32
Office Rent	1.50	50.29
Printing & Stationery	1.02	1.32
Legal & Professional Fees	19.35	7.39
Repairs & Maintenance	8.40	3.62
Share Issue Expenses written off	30.56	4.08
Communication Expenses	9.05	3.06
Travelling & Boarding Charges	17.13	13.56
Vehicle Maintenance & Insurance	2.35	0.13
Website and Content Booking charges	6.52	1.18
Miscellaneous expenses	2.04	1.56
Total	141.02	110.37

NOTE NO.25**Additional Information to the Financial Statement for the year ended 31st March 2018**

- a) Confirmation of balances/reconciliation of accounts pertaining to certain advances / creditors / debtors is pending as at year end. However the management has adopted those balances in the books of accounts as at year end.
- b) 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

c) VALUE ON IMPORTS CALCULATED ON CIF BASIS

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Raw Materials	117.06	79.49
Capital Goods	489.75	489.04

d) RELATED PARTY TRANSACTIONS

a. Description of Relationship

Nature of Relationship	Names of the Related Parties
Common Directorship	Saraa Media Works Private Limited
	SDC Cinemas
Key Managerial Personnel	Fayaz Usman Faheed
	K. Hemalatha

Note: Related Parties have been identified by the Management.

b. Details of related party transactions during the year ended 31 March, 2018 and balances outstanding as at 31 March, 2017.

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
M/s Saraa Media Works Private Limited		
Transactions during the year	-	-
Outstanding balance (Net)	73.08	73.08
M/s SDC Cinemas		
Transactions during the year (Sales)	109.09	-
Outstanding balance (Net)	109.09	-
Fayaz Usman Faheed (Unsecured Loan)		
Transactions during the year	(141.37)	-
Outstanding balance (Net)	(936.81)	(795.44)
Mr. Fayaz Usman Faheed (Remuneration)		
From 01st April, 2017 to 09th November, 2017 as Managing Director	6.00	-
From 10th November, 2017 to 21st February, 2018 as Employee	4.00	-
From 22nd February, 2018 to 31st March, 2018 as Managing Director	2.00	-
Total	12.00	6.00
Mrs. K. Hemalatha (Remuneration)		
From 01st April, 2017 to 09th November, 2017 as CFO	4.55	-
From 10th November, 2017 to 21st February, 2018 as Whole Time Director	3.00	-
From 22nd February, 2018 to 31st March, 2018 as CFO	0.75	-
Total	8.30	7.35

e) Details of Loans as per Section 186 of the Companies Act, 2013

Particulars	Amount (Rs. In Lakhs)	Purpose of Loan
Abhijeet Hoda (Huf)	6.22	Working Capital Loan
Awesome Builders Private Limited	34.86	Working Capital Loan
Manjari Newar	3.00	Working Capital Loan
Sea Bird Transport	22.47	Working Capital Loan
Siddharth Mercantile Private Limited	3.43	Working Capital Loan
Tarushree Hoda	0.98	Working Capital Loan
Vandana Sankhala	12.88	Working Capital Loan

f) 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 Lakhs
Face Value	Rs.10 per Equity Share
Issue Price	Rs.14 per Equity Share
Market Lot	10,000 Equity Shares
Listing At	BSE - SME

g) IPO Proceeds and Net Proceeds

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

h) Utilisation of the Net Proceeds

Particulars	Amount (Rs. In Lakhs)				
	2017-18	2016-17	2015-16	2014-15	2013-14
Work-In-Progress for Media Contents	-	-	-	-	40.00
Security Deposit and Advances against Media Contents	-	-	(50.00)	-	55.51
FD with HDFC Bank	-	-	(50.00)	-	50.00
Repayment of Advances	-	-	-	-	24.00
Loans On Interests	(25.00)	(35.00)	25.00	-	55.00
Investment in Shares	25.00	-	5.00	-	7.50
Advance against Share Purchase	-	(70.00)	70.00	-	-
Balances in Current Accounts	-	-	-	(1.12)	1.12
Incurred in Media Activities	-	105.00	-	1.12	-

i) Earnings Per Share

Particulars	March 31, 2018 (Amt in Lakhs unless otherwise stated)	March 31, 2017 (Amt in Lakhs unless otherwise stated)
Net profit / (loss) for the year	(173.62)	12.51
Weighted average number of equity shares	64.92	64.92
Par value per share	10	10
Earnings/(Loss) per share (EPS)	(2.67)	0.19

j) Auditor's Remuneration

Particulars	As at 31st March, 2018 Rs. (In Lakhs)	As at 31st March, 2017 Rs. (In Lakhs)
Towards Audit	1.70	1.60
Towards Tax Audit	0.50	0.40
Total	2.20	2.00

- k) The financial statements have not been authenticated by Company Secretary as the Company does not have a whole-time secretary as on March 31, 2018, as required under the provisions of Section 203 of the Companies Act, 2013. However, the Company is taking reasonable efforts to comply with the provisions of the above section.
- l) Previous Year Figures have been regrouped and rearranged wherever necessary, to conform to current period's classification.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR K D M & CO LLP

Chartered Accountants

Firm Registration No: 013630S/S200069

Sd/-

DHARMARAJ P

Partner

M. No : 224216

FOR AND ON BEHALF OF THE BOARD

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

K.HEMALATHA

Chief Financial Officer

Place : Chennai

Date : 13th July, 2018

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Onesource Techmedia Limited

CIN : U72900TN2008PLC067982

Reg. Off.: 33/1, Wallajah Road, Chepauk, Chennai: 600 002

(T) (91)- 044-28545858 | Web: www.ostml.com | Email: info@ostindia.org

ATTENDANCE SLIP

(To be presented at the entrance)

**10TH ANNUAL GENERAL MEETING ON THURSDAY, 27TH DAY OF SEPTEMBER, 2018 AT 02.00 P.M
at 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.



Onesource Techmedia Limited

CIN : U72900TN2008PLC067982

Reg. Off.: 33/1, Wallajah Road, Chepauk, Chennai: 600 002

(T) (91)- 044-28545858 | Web: www.ostml.com | Email: info@ostindia.org

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 10th Annual General Meeting of the Company to be held on Thursday, 27th day of September, 2018 at 02.00 P.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 Financial Statements;
2. Appointment of Auditors;

Special Business:

1. Granting of Borrowing Powers under Section 180(1) (c) of Companies Act, 2013;
2. Granting of Powers to create Charge on Company's Properties under Section 180(1) (a) of Companies Act, 2013;
3. Appointment of Mr. Fayaz Usman Faheed as Managing Director from 21st February, 2018 to 30th September, 2018;
4. Appointment of Mr. Fayaz Usman Faheed as Managing Director from 01st October, 2018 to 30th September, 2023;
5. Appointment of Mrs. Samia Faheed as Director.

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

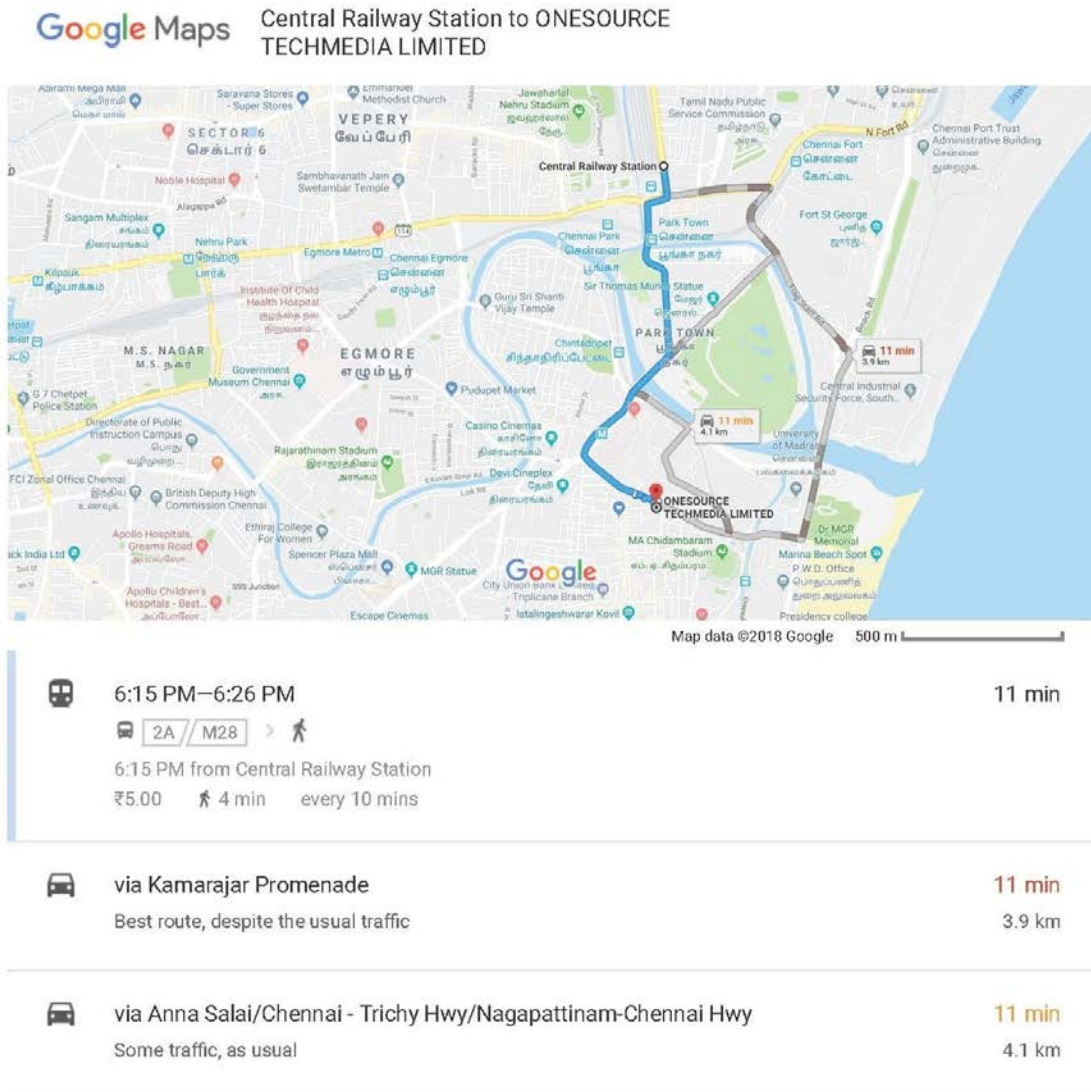
Affix
Revenue
Stamp

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.

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ROUTE MAP TO THE VENUE OF THE AGM



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

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If undelivered Return to:

Onesource Techmedia Limited
33/1, Wallajah Road,
Chepauk,
Chennai – 600 002.
(T): (91) - 044-28545858
(91)- 044-28545757