



Onesource Techmedia Limited

CIN :L72900TN2008PLC067982

CORPORATE PROFILE

Board of Directors

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

Key Managerial Personnel

Mrs. HEMALATHA	-	Chief Financial Officer
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Statutory Auditor

M/s. R A N K S & Co,
Head Off:
Room No. 217,
2nd Floor,
7A, Bentick Street,
Kolkata-700 001

Branch Off:

Office No. 30
Dimple Arcade, Asha Nagar,
Thakur Complex,
Kadivali (East)
Mumbai- 400101

Secretarial Auditor

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

Registrar and Transfer Agent

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

Bankers

HDFC BANK
AXIS BANK
CATHOLIC SYRIAN BANK

Registered Office

33/1, Wallajah Road,
Chepauk, Chennai – 600 002
Tamil Nadu
(T) (91)- 044-28545858
Web: www.onesourcetechmedia.com
Email: onesourcetechmedialtd@gmail.com

Annual General Meeting

Day : Thursday
Date : 29.09.2016
Time : 02.30 P.M
Venue : 33/1, Wallajah Road, Chepauk,
Chennai- 600 002

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NOTICE

Notice is hereby given that 8th Annual General Meeting of the members of ONESOURCE TECHMEDIA LIMITED, will be held on Thursday, 29th day of September, 2016 at 02.30 P.M. at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon.

Item No. 2: RE-APPOINTMENT OF MRS. SAMIA FAHEED, RETIREMENT BY ROTATION:

To appoint a Director in place of Mrs. Samia Faheed, (DIN: 02967081), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

Item No. 3: 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members at the Annual General Meeting held on 29th August, 2014, where in M/s. N.Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E) was appointed as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018, Subsequently the Company received a letter dated 22nd December, 2015 from the Statutory Auditors of the Company that, they have reconstituted N. Kanodia & Co. as M/s. R A N K S & Associates, Chartered Accountants (Firm Registration No. 329271E) and subsequent written unwillingness letter received by the company from M/s. R A N K S & Associates, Chartered Accountants (Firm Registration No. 329271E), stating their unwillingness to continue as the Statutory Auditors of the company from the conclusion of this Annual General Meeting, and on the recommendation of the Audit Committee, **M/s. Dharmaraj & Co.,** (Firm Registration No. 013630S) Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM), and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

Item No. 4: APPOINTMENT OF Mr. VASUDEVAN SRIDHARAN AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment



thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 along with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Vasudevan Sridharan (DIN 07487245), who was appointed w.e.f., 22nd April, 2016 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 22nd April, 2016 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term up to 21st April, 2021.

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

Item No. 5: CHANGE IN THE TERMS OF APPOINTMENT OF MR. FAYAZ USMAN FAHEED AS MANAGING DIRECTOR:

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

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

- I. Tenure: 17th December, 2014 to 16th December, 2017
- II. Salary: Rs. 1, 00,000/- (Rupees One Lakh Only) per month w.e.f., 01st October, 2016.
- III. His office shall be subject to retirement 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 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."

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

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

**Date : 31.08.2016
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 Saturday, 17th September, 2016 to Thursday, 29th September, 2016 (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 08th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 8th Annual Report will also be available on the Company's website www.onesourcetechmedia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: onesourcetechmediatd@gmail.com.
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, 2016.
14. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follow;

Mrs. Samia Faheed:

Mrs. Samia Faheed (DIN: 02967081), aged 29 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.

Mrs. Samia Faheed do not hold directorship in any other listed entity than that of M/s Onesource Techmedia Limited. She is the Chairman of the "Stakeholders Relationship Committee" and Member of "Nomination and Remuneration Committee" of the Board of Directors of M/s. Onesource Techmedia Limited.

No director, key managerial personnel or their relatives, are connected to Mrs. Samia Faheed except her spouse Mr. Fayaz Usman Faheed, Managing Director of the Company. Mrs. Samia Faheed (DIN: 02967081) does not hold any Equity Shares in M/s. Onesource Techmedia Limited.

**15. Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, 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 08th 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, 26th September, 2016 (9.00 a.m. IST) and ends on Wednesday, 28th September, 2016 (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, 22nd September, 2016 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 (160901059) 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.
16. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at onesourcetechmedialtd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th September, 2016 upto 05:00 pm without which the vote shall not be treated as valid.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e, 22nd September, 2016.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e, 22nd September, 2016. 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., 22nd September, 2016, 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 **Mr. Vishal Kumar Garg, Proprietor of M/s. Vishal Garg & Associates**, Company Secretaries (Certificate of Practice No. 13089 & Membership No. 34062) 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.onesourcetechmedia.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.

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

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

**Date : 31.08.2016
Place : Chennai**



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

Item No. 4:

Mr. Vasudevan Sridharan (DIN: 07487245) is a Non-Executive (Independent Director) of the Company, he joined the Board of Directors on 22nd April, 2016. He is the Chairman of the "Audit Committee" & "Nomination and Remuneration Committee" and a member of the "Stakeholders Relationship Committee", of the Board of Directors of our Company. Mr. Vasudevan Sridharan 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, he being eligible and seeks re-appointment/appointment as an Independent Director for a term of five years.

Mr. Vasudevan Sridharan, aged 53 years, holds Degree in B.Com. He possesses a rich experience of over three decades in the field of Finance and Project Management. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

Mr. Vasudevan Sridharan does not hold directorships in any company other than M/s. OnesourceTechmedia Limited.

Mr. Vasudevan Sridharan does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mr. Vasudevan Sridharan does not hold any equity shares in M/s. OnesourceTechmedia Limited.

Mr. Vasudevan Sridharan during the FY 2016-2017 attended all the Meeting of Board of Directors held on or after the date of his appointment.

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

The Company has received from Mr. Vasudevan Sridharan:

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

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

The Resolution seeks the approval of members for the appointment of Mr. Vasudevan Sridharan as an Independent Director of the Company up to 21st April, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vasudevan Sridharan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr.



Vasudevan Sridharan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

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

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

No Director, Key managerial personnel or their relatives, except Mr. Vasudevan Sridharan, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No. 5:

The Shareholders at the AGM held on 24th September, 2015 had ratified the appointment of Mr. Fayaz Usman Faheed as the Managing Director of the Company for a period of five years on the following terms and conditions;

1. Tenure: 17th December, 2014 to 16th December, 2019.
2. Salary: Rs. 50,000/- (Rupees Fifty Thousand Only) per month w.e.f. 17th December, 2014
3. His office shall be subject to retirement by rotation.

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee has proposed the following revisions in the Terms of his appointment, subject to Shareholders approval.

1. Tenure: 17th December, 2014 to 16th December, 2017
2. Salary: Rs. 1,00,000/- (Rupees One Lakh Only) per month w.e.f., 01st October, 2016.
3. His office shall be subject to retirement 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 34 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 the 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	UF Media Private Limited	01/05/2010	Managing Director
6	ufxbid2buy (India) Private Limited	21/05/2008	Director
7	U Media Solutions Private Limited	04/03/2009	Director
8	OSR Cinemas Kochi Private Limited	22/03/2010	Director
9	Clemet Digital Solutionz India Private Limited	12/01/2011	Director

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

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

Mr. Fayaz Usman Faheed hold 2,00,000 Equity Share of the in M/s. OnesourceTechmedia Limited,

Further Mr. Fayaz Usman Faheed has entered in to 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 Lacs 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. However, the SPA dated 29th May, 2015 till date has not been consummated.

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 activities:

Not applicable as the company is already in to existence.

4. Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	FY 2015-2016	FY 2014-2015	FY 2013-2014
Profit before Tax	(49.52)	7.81	4.00
Profit after Tax	(51.02)	5.36	2.51
Net-worth	870.03	920.49	915.00

5. Foreign Investments or collaborators:

Nil

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

Mr. Fayaz Usman Faheed, aged 34 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 BharathInstitute 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:

Rs. 50,000/- Per Month from 17th December, 2014 till 30th September, 2016.

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. Remuneration Proposed:

It is proposed to pay Mr. Fayaz Usman Faheeda remuneration of Rs. 1,00,000/- per month w.e.f., 01st October, 2016 till 16th December, 2017.



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

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

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

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

- a) Remuneration as proposed in the resolution.
- b) Further Mr. Fayaz Usman Faheed has entered in to 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 Lacs 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. However, the SPA dated 29th May, 2016 till date has not been consummated.

- c) 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 has already ventured in to new business prospects in the Media Industry for sale and/or leasing of Sony 4K Projectors 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 become a profitable company by during the year 2016-2017.

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 Resolution seeks the approval of members for the revision in the terms of appointment of Mr. Fayaz Usman Faheed as Managing Director of the Company under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Fayaz Usman Faheed as the Managing Director. Accordingly, the Board recommends the resolution in relation to revision in the terms of 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 for the approval of the Members as **Special Resolution.**

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

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

Date : 31.08.2016

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, 2016.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2016 is summarized below;

Particulars	Rs. in Lacs	
	FY 2015-2016	FY 2014-2015
Revenue from Operations	104.97	8.00
Other Income	39.05	32.35
Total Income	144.02	40.35
Total Expenses	193.54	32.54
Profit Before Tax & Extraordinary Items	(49.52)	7.81
Tax Expense		
-Current Tax	-	2.62
-Deferred Tax Liability/(Assets)	1.50	(0.17)
Net Profit for the Year	(51.02)	5.36

a. Review of operations and affairs of the Company:

During the year under review, the Company has earned a loss before Interest, Depreciation & Tax of Rs. 17.74lacs as compared to previous year's profit of Rs. 10.98 lacs. The net loss for the year under review has been (Rs.51.02) lacs as compared to the previous year net profit Rs. 5.36 lacs. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

b. Dividend:

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

c. Transfer to Reserves:

The 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 is available on our website www.onesourcetechmedia.com

g. Variation in market Capitalization:

Particulars	As at 31 st March, 2016	As at 31 st March, 2015	Increase / Decrease in %
Market Value per share	4.62	3.88	
No. of Shares	64,92,500	64,92,500	-
Market Capitalization	2,99,95,350	2,51,90,900	19.07
EPS	(0.79)	0.08	
Price earnings ratio	(5.84)	48.5	(112.04)
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			(67.00)

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:

Mr. Fayaz Usman Faheed has entered in to 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 Lacs 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. However, the SPA dated 29th May, 2015 till date has not been consummated.

3. Human Resource Management:

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

a. Particulars of employees:

The table containing the 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, 2016 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 do not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.

b. Key Managerial Personnel:

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

- Mr. Fayaz Usman Faheed (DIN: 00252610) is the Managing Director of the Company w.e.f., 17th November, 2014 till the date of this Report.

ii. Company Secretary:

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

iii. Chief Financial Officer:

- Mrs. Sumathi Kothandan was the CFO of the company for the FY 2015-2016, and she resigned from the said post w.e.f 22nd April, 2016.
- Mr. Padmanabhan Govindarajulu, had been appointed as the CFO of the Company w.e.f 22nd April, 2016.
- Mr. Padmanabhan Govindarajulu, resigned from the post of the CFO of the Company w.e.f 23rd August, 2016.
- Mrs. Hemalatha K has been appointed as the CFO of the Company w.e.f., 01st September, 2016 at the Meeting of the Board of Directors of the Company held on 31st August, 2016.

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 FY & 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:

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

- Mr. Fayaz Usman Faheed (DIN: 00252610) was appointed as the Managing Director of the Company with effect from 17th December, 2014 at the Board meeting held on 17th



December, 2014 and further at the same meeting he was also appointed as the Compliance Officer of the company with effect from 17th December, 2014.

- The Board is in the Process of identifying a suitable candidate for the position of Company Secretary cum Compliance Officer.

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:

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

- (i) The Shareholders at the Annual General Meeting of the Company held on 24th September, 2015 approved the following:
 - a. Regularization of the appointment of Mrs. Kokila Gangan (DIN:05138873) as Independent Director of the Company to hold office for five consecutive years i.e., upto 31st March 2019.
 - b. Regularization of the appointment of Mrs. Samia Faheed(DIN:02967081), as Non-Executive Director of the Company.
 - c. Regularization of the appointment of Mr. Fayaz Usman Faheed(DIN:00252610), the Director and ratification of his appointment as Managing Director of the Company.
- (ii) The Board of Directors of the Company held on 22nd April, 2016 approved the following:
 - a. Appointment of Mr. Vasudevan Sridharan(DIN:07487245) as Additional cum Independent Director w.e.f 22nd April, 2016 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Taking on record the resignation of Mrs. Kokila Gangan (DIN:05138873) 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 with effect from 22nd April, 2016.

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

- (i) Mrs. Samia Faheed (DIN: 02967081), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
- (ii) Mr. Vasudevan Sridharan(DIN:07487245) be regularised as the Independent Director of the Company to hold office from 22nd April, 2016 to 21st April, 2021 under the provision of Section 149 of the Companies Act, 2013 and rules thereof.
- (iii) Mr. Fayaz Usman Faheed(DIN: 00252610) be appointed as the Managing Director of the Company with revised terms and conditions.



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 is available on our website www.onesourcetechmedia.com.

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
Mr. BaskaranSathya Prakash	Director	Independent Director
Mr. Vasudevan Sridharan ¹	Director	Independent Director
Mrs. SamiaFaheed	Director	Non-executive Director

Note:

¹ Appointed as Additional Director cum Independent of the Company with effect from 22nd April, 2016

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

During the FY 2015-2016, 6 (Six) meetings of the Board of Directors of the Company were held on 15th April, 2015, 28th May, 2015, 14th August, 2015, 14th October, 2015, 13th November, 2015 and 10th February, 2016. 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 Meetings	Last AGM		Chairman	Member
Mr. Fayaz Usman Faheed	6	Yes	-	-	-
Mrs. SamiaFaheed	6	Yes	-	-	-
Mr. BaskaranSathya Prakash	6	Yes	2	2	2
Mrs. KokilaGangan ²	6	Yes	NA	NA	NA
Mr. Vasudevan Sridharan ¹	NA	NA	-	-	-

Note I:

*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 Committee and Stakeholders Relationship Committee in all Public Limited Companies has only been considered.

Note II:

¹ He has been appointed as Additional cum Independent Director w.e.f 22nd April, 2016.

²She resigned from the Directorship of the Company w.e.f 22nd April, 2016.



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, 2016, the Board consist of 4 Members, 1 of whom is an Executive Director and 1 of whom is an Non-Executive Director and the 2 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure V** to this report. 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 is available on our website www.onesourcetechmedia.com

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
	Mr. 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 4 times a year viz., 28th May, 2015, 14th August, 2015, 13th November, 2015 and 10th February, 2016 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Baskaran Sathya Prakash ²	4	4
Mrs. Kokila Gangan ¹	4	4
Mr. Fayaz Usman Faheed	4	4
Mr. Vasudevan Sridharan ²	NA	NA

Note:

¹She resigned from the Board of Directors of the Company w.e.f. 22nd April, 2016 thus vacating the Committee Membership as well.

²Mr. Baskaran Sathya Prakash was re-designated as the Committee Member and Mr. Vasudevan Sridharan was appointed the Committee Chairman w.e.f., 22nd April, 2016.



(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 once in a viz., 28th May, 2015 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 tenure	Meeting Attended during his tenure
Mrs. Kokila Gangan ¹	1	1
Mr. BaskaranSathya Prakash	1	1
Mrs. SamiaFaheed	1	1
Mr. Vasudevan Sridharan ²	NA	NA

Note:

¹She resigned from the Board of Directors of the Company w.e.f. 22nd April, 2016 thus vacating the Committee Membership as well.

²Mr.Vasudevan Sridharan was appointed the Committee Chairman.

(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 a year viz., 28th May, 2015, 14th August, 2015, 13th November, 2015 and 10th February, 2016 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. SamiaFaheed	4	4
Mr. BaskaranSathya Prakash ¹	4	4
Mr. Fayaz Usman Faheed	4	4
Mr. Vasudevan Sridharan ²	NA	NA

Note:

¹He was removed from the Committee Membership w.e.f. 22nd April, 2016.

²He was inducted as the Committee Member w.e.f. 22nd April, 2016.

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 Ltd (Scrip Code: 535647) are listed at BSE SME Platform.

Your Company paid the Listing Fees to the Exchange for the year 2015-16 as well as 2016-17 in terms of Erstwhile Listing agreement and Uniform Listing Agreement entered into with the said Stock Exchange.

k. Utilization of the Proceeds from IPO:

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

Particulars	Amount in Lacs	
	2015-2016	2014-2015
Work-In-Progress for Media Contents	40.00	40.00
Security Deposit and Advances against Media Contents	5.51	55.51
FD with HDFC Bank	-	50.00
Repayment of Advance	24.00	24.00
Loans On Interests	80.00	55.00
Investment in Shares	12.50	7.50
Advance against share purchase	70.00	-
Balances in Current Accounts	-	-
Incurring in Media Activities	1.12	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 regards to the remuneration Package of all the Director is provided in “Point No. VI” of the Extract of Annual Return in the prescribed format prepared in accordance with Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 and appended as **Annexure 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 do 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 Mr. Fayaz Usman Faheed, Managing Director of the Company. Thus there is no Fixed Notice Period or Severance Fees.

(iv) Stock Options, if any:

The Company currently 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 is available on our website www.onesourcetechmedia.com

5. Auditors:

a. Statutory Auditor:

At the Annual General Meeting held on 29th August, 2014, M/s. N. Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E), were appointed as statutory auditors of the Company from the conclusion of the Sixth Annual General Meeting of the Company held on 29th August, 2014 till the conclusion of the Tenth Annual General Meeting to be held in the year 2018. Subsequently the Company received a letter dated 22nd December, 2015 from the Statutory Auditors of the Company that, they have reconstituted N. Kanodia & Co. as M/s. R A N K S & Associates, Chartered Accountants (Firm Registration No. 329271E) and subsequent written unwillingness letter received by the company from M/s. R A N K S & Associates, Chartered Accountants (Firm Registration No. 329271E), stating their unwillingness to continue as the Statutory Auditors of the company from the conclusion of the ensuing Annual General Meeting, and on the recommendation of the Audit Committee, **M/s. Dharmaraj & Co.**, (Firm Registration No. 013630S) Chartered Accountants, are proposed to be appointed as Auditors of the Company to hold office from the conclusion of the 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM).

b. Secretarial Auditors:

M/s. Vishal Garg & Associates, Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the FY 2015-2016, as required under the Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the FY 2015-2016 is appended as **Annexure VII** to this report



c. Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:

(i) by the Statutory Auditors in the Audit Report:

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

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

- a. The Company has not appointed a Company Secretary and/or Compliance Officer in terms of Section 203 (1)(ii) of the Companies Act, 2013 and Regulation 6(1) of 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 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 has proposed to appoint M/s. Dharmaraj & Co., (Firm Registration No. 013630S) Chartered Accountants, as Auditors of the Company to hold office from the conclusion of the 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM), However, M/s. Dharmaraj & Co., has not subjected themselves to peer review process under the Peer Review Board of Institute of Chartered Accountants, It was assured by them that they shall subject themselves to peer review process under the Peer Review Board of Institute of Chartered Accountants in FY 2016-2017.

d. Internal Financial Control

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

e. Risk Management:

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



mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.onesourcetechmedia.com.

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 behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. Further the policy has been placed in the website of the Company i.e. www.onesourcetechmedia.com

g. Statement on Material Subsidiary:

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

6. Corporate Social Responsibility:

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

a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:

(i) Energy Conservation:

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

(ii) Foreign Exchange Earnings and Outgo:

Amount in Lacs

Particulars	2016	2015
Earnings	-	-
Expenditure	588.98	121.13

(iii) Research and Development & Technology Absorption:

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

7. Others:

a. Extract of Annual Return:

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

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).

8. ACKNOWLEDGEMENT:

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

By Order of the Board of Directors
For ONESOURCE TECHMEDIA LIMITED

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Date: 31st August, 2016
Place: Chennai

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

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

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

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

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2016, 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
(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	<p>a. Interest free loan from Managing Director for an aggregate sum of Rs. 5 Crores in one or more trenches, being unsecured in nature, free of any interest charges, to be repaid by the company on demand.</p> <p>b. Interest free loan from Managing Director for an aggregate sum of Rs. 10 Crores in one or more trenches, being unsecured in nature, free of any interest charges, to be repaid by the company on demand.</p> <p>c. Interest free loan from Managing Director for an aggregate sum of Rs. 15 Crores in one or more trenches, being unsecured in nature, free of any interest charges, to be repaid by the company on demand.</p>
(e)	Date of approval by the Board	27.01.2015, 10.02.2016 & 30.05. 2016
(f)	Amount of Transaction during the FY	Rs. 446.02 Lacs
(g)	Amount paid as advances, if any during the FY	NA

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

Sd/-

FAYAZ USMAN FAHEED

(DIN: 00252610)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Date: 31st August, 2016

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). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

As per the latest Global Economic Prospects (GEP) report by World Bank, India is leading The World Bank's growth chart for major economies. The Bank believes India to become the fastest growing major economy by 2015, growing at 7.5 per cent.

b. MACROECONOMIC SENARIO:

Since the Economic Survey and Budget were presented earlier this year, the Indian economy has consolidated the gains achieved in restoring macroeconomic stability from the beginning of last fiscal year (FY2015).

According to Mr Jayant Sinha, Minister of State for Finance, Indian economy would continue to grow at 7 to 9 per cent and would double in size to US\$ 4-5 trillion in a decade, becoming the third largest economy in absolute terms.

Furthermore, initiatives like Make in India and Digital India will play a vital role in the driving the Indian economy.

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 digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.



a. **MARKET DYNAMICS:**

In 2015, the overall Media and Entertainment industry grew 11.7 per cent over 2014. The largest segment, India's television industry, is expected to maintain its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 13.2 per cent to reach Rs 60,000 crore (US\$ 8.89 billion) in 2015.

i. **TELEVISION:**

The television industry in India, which was estimated at Rs 41,720 crore (US\$ 6.94 billion) in 2013, is projected to increase at a compound annual growth rate (CAGR) of 16.2 per cent over 2013–18, to reach Rs 88,500 crore (US\$ 14.72 billion) by 2018.

ii. **DIVERSIFICATION:**

India's diverse regional cultures also present growth opportunities for regional content. The number of regional films has increased in recent years and is expected to continue to grow. FY 2016 was a significant year for regional cinema with all time high number of releases. Many Domestic exhibitors are now willing to give more space to regional cinema.

iii. **DEMOGRAPHIC FACTORS:**

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

iv. **DIGITAL OPPORTUNITY:**

According to the GroupM report, consumer product makers will remain the most dominant sector in terms of ad spending with a 28% share of the total expenditure. Many advertisers will increase their ad spending to spur demand, helped by the buffer provided by low commodity prices, which have reduced their input costs.

E-commerce firms will continue to burn money on traditional media, spurred by increasing competition and the existential drive to increase market share. GroupM sees traditional retailers increasing their own presence online. With advertising becoming a new revenue stream for companies such as Flipkart and Amazon, the digital medium will see increased activity, the report explained. The launch and further roll-out of 4G services will see telcos splurge on advertising and marketing.

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

According to PWC Report, Animation, Gaming and VFX Industry will continue to maintain its growth pace and is projected to grow at a CAGR of 21.4% to INR 82.6 billion in 2015 from its current size of INR 31.3 billion.

b. **GOVERNMENT INITIATIVES:**

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



The Union Budget 2016-17 has proposed basic custom duty exemption on newsprint. The customs duty on wood in chips or particles for manufacture of paper, paperboard and newsprint has been reduced to 0 percent from 5 per cent.

The Union Cabinet chaired by the Prime Minister, Mr Narendra Modi, has given its approval for entering into an Audio-Visual Co-Production Agreement between India and the Republic of Korea (RoK) and to complete internal ratification procedure, to enable the agreement to come into force. Cooperation between the film industries of the two countries will not only promote export of Indian films but would also act as a catalyst towards creating awareness about India and its culture.

c. OUTLOOK FOR MAJOR SEGMENTS OF THE INDIAN ENTERTAINMENT & MEDIA INDUSTRY IN 2016 ARE AS FOLLOWS:

i. TELEVISION:

As per the report, the television sector witnessed strong advertising-led growth at 17% with increase in e-commerce spends.

ii. FILM:

Coming off a flat year in 2014, the film industry returned to a healthy growth of 9.3% in 2015

iii. PRINT MEDIA:

As per the report, at 7.6%, the print industry witnessed a marginal slowdown in 2015 compared to 2014 - an election year.

iv. RADIO:

The sector grew at 15.3% in 2015, and is projected to grow at over 16% for the next few years.

v. MUSIC:

India's recorded music business will nearly double over the next five years, bringing in an annual income of 18.9bn Indian Rupee (US \$300m) in 2019.

vi. INTERNET ADVERTISING:

By 2020, it is expected that internet advertising will be Rs 255 billion and contribute to 25.7 per cent of total advertising revenues. Statistically, the consumption of online video content has risen from 49 to 66 per cent over the last year.

vii. ANIMATION, GAMING AND VFX INDUSTRY:

This sector will continue to maintain its growth pace and has grown at a CAGR of 21.4% to INR 82.6 billion in 2015 from INR 31.3 billion in 2010.



3. THE ROAD AHEAD:

The Indian M&E industry is on an impressive growth path. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E sector revenues. Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie. The film segment estimated at Rs 12,600 crore in 2015 is projected to grow steadily at a CAGR of 12 per cent on the back of higher domestic and overseas box-office collections as well as cable and satellite rights. Digital advertising is expected to lead the CAGR with 27.7 per cent, followed by radio with 18.1 per cent. Gaming and television are expected to register a CAGR of 16.2 per cent each, followed by growth rates of animation and VFX (15.9 per cent), music (13.2 per cent), films (11.9 per cent) and OOH with 9.2 per cent expected CAGR. Within TV, subscription revenues are expected to be three times more than advertising revenues, by 2018. Growth in the regional reach of print and radio shall provide opportunities to further improve the advertisement revenue.

4. RISK FACTORS:

a. **Competition from other players:**

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

b. **Ever changing trends in Media sector:**

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

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

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

5. BUSINESS STRATEGY:

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

6. RISK MANAGEMENT & INTERNAL CONTROLS:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help



in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.onesourcetechmedia.com.

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

7. DISCUSSION ON FINANCIAL PERFORMANCE:

During the year under review, the Company has earned a loss before Interest, Depreciation & Tax of Rs. 17.74 lacs as compared to previous year's profit of Rs. 10.98 lacs. The net loss for the year under review has been (Rs.51.02) lacs as compared to the previous year net profit Rs. 5.36 lacs. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

8. HUMAN RESOURCE:

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship was cordial throughout the year. We as on 31st March, 2016 have 13 permanent employees on our rolls.

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

Date: 31st August, 2016
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 w.e.f., 17th November, 2014 till the date of this Report. Further he was paid a remuneration of Rs. 50,000 every month. The median remuneration of the employees is Rs. 24,250 per month which is almost half 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>2 : 0.97</td></tr></tbody></table>	Name of the Director	Ratio of the Median	Mr. Fayaz Usman Faheed	2 : 0.97
Name of the Director	Ratio of the Median					
Mr. Fayaz Usman Faheed	2 : 0.97					
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	There was no increase in salary of Mr. Fayaz Usman Faheed, Managing Director of the Company and Mrs. Sumathi Kothandan, CFO of the Company.				
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, 2015 was Rs. 17,500/- and as on 31 st March, 2016 is Rs. 24,250/-, thus the median employee remuneration has increased by 38.57%				
4.	The number of permanent employees on the rolls of company	13 Employees as on 31 st March, 2016				
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	Average increase for median employee remuneration is 38.57% other than Managerial Personnel & there is no increase in remuneration for Managerial Personnel. Therefore, 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 cannot be calculated.				
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: 31st August, 2016
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, 2016.

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	George Rajkumar J	26	Mastering	Technical	20,500	BA	3	20-05-16	Mastering Engg – Prasad Xtreme Digital Network Private Limited
2	Umasankar P	43	Manager	Sales & Mktg	95,000	M.COM	20	01-04-15	General Manager – Gemini Industries Private Limited
3	Raja N	43	Manager	Technical	90,000	BECE	10	01-04-15	Manager – Ufo Movies Limited
4	Prashant Panicker. M	33	D G M	Operation & Mis	65,000	MBA	10	01-02-16	Senior Executive- Birla Sun Life Private Limited
5	Saravanan S	37	Team Manager	Operation & Mis	35,000	BBA	15	01-09-15	Senior Manager- Wisar Infotech Private Limited
6	Bobin Philip	30	Assistant Manager	Technical	25,000	THSCL	7	01-04-15	Regional Co-Ordinator-Ufo Ufo Movies Limited
7	Padmanabhan	53	Manager	Accounts	25,000	BCOM	33	03-06-15	Asst Manager- Pid Pvt Ltd
8	Nagarajan	49	Area Sales Manager	Technical	23,000	HSC	26	27-04-15	Sales Manager- Pid Pvt Ltd
9	Thiyagarajan .N	28	Mastering	Technical	21,750	MBA	6	01-07-15	Jr.Engineer – Prasad Digital Cinema Private Limited
10	Robert raja	30	Asst Technical Eng.	Technical	20,750	BSC	5	15-05-15	System & Network – Prasad Film Lab Private Limited

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: 31st August, 2016
Place: Chennai

Annexure V**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto as amended from time to time and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. DEFINITIONS

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

“Key Managerial Personnel” means:

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

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

2. OBJECTIVE

The objective of the policy is to ensure that

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

3. ROLE OF THE COMMITTEE

The role of the NRC will be the following:

- a) To Ensure that the Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- b) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) To devise a policy on diversity of Board of Directors.



- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down
- e) To make recommendations for the appointment and removal of directors;
- f) To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance of evaluation of Independent Directors.
- g) To Ensure that the Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- h) Ensure that our Company has in place a programme for the effective induction of new directors;
- i) To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
- j) To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- k) To implement, supervise and administer any share or stock option scheme of our Company; and
- l) To attend to any other responsibility as may be entrusted by the Board.

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

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

5. TERM / TENURE

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

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

b) **Independent Director:**

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



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

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

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

6. EVALUATION

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

7. REMOVAL

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

8. RETIREMENT

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

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

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

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

b) **Remuneration to Non-Executive / Independent Directors:**

- i) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act,



2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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

c) Remuneration to Key Managerial Personnel and Senior Management:

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

10. IMPLEMENTATION

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



Annexure VI

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016
[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. OnesourceTechmedia Limited
Sindur Pantheon Plaza, 4th Floor,
346, Pantheon Road, Egmore, Chennai- 600 008

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 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 there under 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, 1992² & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015³;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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

² The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 was effective till 14th May, 2015.

³ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came in to effect on 15th May, 2015.



- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008⁵;
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client⁶;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁷; and
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁸;
- h) The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015⁹;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India¹⁰.
- b) The Listing Agreement and the Subsequent 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 Company has not appointed a Company Secretary and/or 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.*
- 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.*

We further report that,

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

Adequate notice 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.

⁴Not 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.

⁵Not applicable to the Company, as the Company has not issued any debt instrument during the audit period.

⁶Not applicable to the Company, as the Company has not registered itself as a Registrars to an Issue and Share Transfer Agents.

⁷Not 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.

⁸Not applicable to the Company, as the Company did not undertake any Buy Back of Securities during the audit period.

⁹The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015 came into effect from 1st December, 2015.

¹⁰Secretarial Standards issued by The Institute of Company Secretaries of India came into effect from 01st July, 2015.



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

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

**FOR VISHAL GARG & ASSOCIATES
COMPANY SECRETARIES**

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

**PLACE : CHENNAI
DATE : 31.08.2016**



Annexure A

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

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

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

**FOR VISHAL GARG & ASSOCIATES
COMPANY SECRETARIES**

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

**PLACE : CHENNAI
DATE : 31.08.2016**

**Annexure VII**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
[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	Pubic 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.onesourcetechmedia.com Email : onesourcetechmedialtd@gmail.com	
vi	Whether listed company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. PurvaSharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 (T) (91)- 022-2301 6761 / 2301 8261 (F) (91)- 022-2301 2517 Email: purvashr@mtnl.net.in ; 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	72.88
2	Other Credit Granting	6492	27.12

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



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

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/HUF	3,80,400	-	3,80,400	5.86	3,80,400	-	3,80,400	5.86	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	24,61,200	-	24,61,200	37.91	24,61,200	-	24,61,200	37.91	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	28,41,600	-	28,41,600	43.77	28,41,600	-	28,41,600	43.77	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks /FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	28,41,600	-	28,41,600	43.77	28,41,600	-	28,41,600	43.77	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Market Maker	1,40,000	-	1,40,000	2.16	1,00,000	-	1,00,000	1.54	-0.62
Sub-Total (B)(1)	1,40,000	-	1,40,000	2.16	1,00,000	-	1,00,000	1.54	-0.62
(2) Non-Institutions									
a) Bodies Corp.									
i. Indian	16,48,900	-	16,48,900	25.40	16,88,900	-	16,88,900	26.01	1.08
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,45,500	-	6,45,500	9.94	5,75,500	-	5,75,500	8.86	-1.08
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10,06,500	-	10,06,500	15.50	10,86,500	-	10,86,500	16.73	1.23
c) Others									
1. HUF	2,10,000	-	2,10,000	3.23	1,90,000	-	1,90,000	2.93	-0.31
Sub-Total (B)(2)	34,80,900	-	34,80,900	53.61	35,50,900	-	35,50,900	54.69	1.08
Total Public Shareholding (B)=(B)(1)+(B)(2)	36,20,900	-	36,20,900	55.77	36,50,900	-	36,50,900	56.23	0.46
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	S K B Finance Limited	17,71,200	27.28	-	17,71,200	27.28	-	-
2	Kishan Kumar Jhunjhunwala	2,49,600	3.84	-	2,49,600	3.84	-	-
3*	Radhasoami Securities Private Limited	6,00,000	9.24	-	6,00,000	9.24	-	-
4*	Carewell Consultants Private Limited	90,000	1.39	-	90,000	1.39	-	-
5*	N M Jhunjhunwala & Others	45,000	0.69	-	45,000	0.69	-	-
6*	Nathmal Jhunjhunwala	45,000	0.69	-	45,000	0.69	-	-
7*	B P Jhunjhunwala	30,000	0.46	-	30,000	0.46	-	-
8*	K K Jhunjhunwala HUF	5,400	0.08	-	5,400	0.08	-	-
9*	Sulochana Devi Jhunjhunwala	5,400	0.08	-	5,400	0.08	-	-
Total		28,41,600	43.77	-	28,41,600	43.77	-	-

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

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

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	01.04.2015	28,41,600	43.77	28,41,600	43.77
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2016	-	-	28,41,600	43.77

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	RADHASOAMI RESOURCES LIMITED						
	01.04.2015		5,10,000	7.86	5,10,000	7.86	
	Date wise Increase / Decrease in Shareholding during the year.		-	-	-	-	
	31.03.2016		-	-	5,10,000	7.86	
2	ITI FINANCIAL SERVICES LIMITED						
	01.04.2015		2,20,000	3.39	2,20,000	3.39	
	Add	10.04.2015	Market Purchase	10,000	0.15	2,30,000	3.55
	Add	17.04.2015	Market Purchase	30,000	0.46	2,60,000	4.00
	Less	22.05.2015	Market Sales	20,000	0.30	2,40,000	3.69
	Less	30.06.2015	Market Sales	2,00,000	3.08	40,000	0.69
	30.06.2015 – Exited the Top Ten						
3	MANJULA SURESH SHAH						
	01.04.2015		2,20,000	3.39	2,20,000	3.39	
	Less	13.11.2015	Sale vide Open Offer	2,00,000	3.08	20,000	0.31
	13.11.2015 - Exited the Top Ten						



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
4	SUBH LABH SHARE BROKERS PRIVATE LIMITED						
	01.04.2015			2,13,900	3.29	2,13,900	3.29
	Add	30.06.2015	Market Purchase	2,00,000	3.08	4,13,900	6.37
	31.03.2016			-	-	4,13,900	6.37
5	RUBY TRADERS & EXPORTERS LIMITED						
	01.04.2015			1,80,000	2.77	1,80,000	2.77
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2016			-	-	1,80,000	2.77
6	RUHI JHUNJHUNWALA						
	01.04.2015			1,65,000	2.54	1,65,000	2.54
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2016			-	-	1,65,000	2.54
7	SUMIT GOYAL						
	22.05.2015- Entered Top Ten			1,00,000	1.54	1,20,000	1.85
	31.03.2016			-	-	1,20,000	1.85
8	GUINNESS SECURITIES LIMITED						
	01.04.2015			1,40,000	2.15	1,40,000	2.15
	Less	03.04.2015	Market Sales	10,000	0.15	1,30,000	2.00
	Less	10.04.2015	Market Sales	10,000	0.15	1,20,000	1.85
	Add	17.04.2015	Market Purchase	10,000	0.15	1,30,000	2.00
	Less	24.04.2016	Market Sales	30,000	0.46	1,00,000	1.54
	Less	08.05.2016	Market Sales	30,000	0.46	70,000	1.08
	22.05.2016- Exited Top Ten						
	05.02.2016- Entered Top Ten			90,000	1.38	90,000	1.38
	Add	26.02.2016	Market Purchase	10,000	0.15	1,00,000	1.54
	31.03.2016			-	-	1,00,000	1.54
9	MEENAKSHI ENTERPRISES LIMITED						
	01.04.2015			90,000	1.38	90,000	1.38
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2016			-	-	90,000	1.38
10	MAYANK JHUNJHUNWALA						
	01.04.2015			79,500	1.22	79,500	1.22
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	79,500	1.22
11	ROHIT JHUNJHUNWALA						
	01.04.2015			75,000	1.16	75,000	1.16
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2016			-	-	75,000	1.16
11	NILAMBAR DEALERS PRIVATE LIMITED						
	01.04.2015			75,000	1.16	75,000	1.16
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2016			-	-	75,000	1.16
12	MALA JHUNJHUNWALA						
	01.04.2015			66,000	1.02	66,000	1.02
	10.04.2016- Exited Top Ten						
	30.06.2015- Entered Top Ten			66,000	1.02	66,000	1.02
	31.03.2016			-	-	66,000	1.02
13	SUMIT GOYAL						
	22.05.2015- Entered Top Ten			1,20,000	1.85	1,20,000	1.85
	31.03.2016			-	-	1,20,000	1.85



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
14	PAWAN KUMAR SARAF				
	13.11.2015- Entered Top Ten	60,000	0.92	60,000	0.92
	26.02.2016- Exited Top Ten				
15	ONESOURCE IDEAS PRIVATE LIMITED				
	13.11.2015- Entered Top Ten	60,000	0.92	60,000	0.92
	26.02.2016- Exited Top Ten				

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

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	BASKARAN SATHYA PRAKASH -INDEPENDENT DIRECTOR						
	01.04.2015		15,000	0.23	15,000	0.23	
	Date wise Increase / Decrease in Shareholding during the year.		-	-	-	-	
	31.03.2016		-	-	15,000	0.23	
2	FAYAZ USMAN FAHEED – Managing Director						
	01.04.2015		-	-	-	-	
	Add	13.11.2015	Purchase vide Open Offer	2,00,000	3.08	2,00,000	3.08
	31.03.2016		-	-	2,00,000	3.08	

v. INDEBTEDNESS:

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

In Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	113.30	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	113.30	-	-
Change in Indebtedness during the financial year				
➤ Addition	-	446.02	-	-
➤ Reduction	-	-	-	-
Net Change	-	446.02	-	-
Indebtedness at the End of the financial year				
i. Principal Amount	-	559.32	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	559.32	-	-



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		In Lakhs
		FAYAZ USMAN FAHEED***		Total Amount Rs.
1	Gross salary	6.00		6.00
	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)	-		6.00
	Ceiling as per the Act (in accordance with Section II of the Schedule V of the Companies Act, 2013)			42.00

B. Remuneration to other directors:

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

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	1.80	1.80
	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	1.80

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

By Order of the Board of Directors
For ONESOURCE TECHMEDIA LIMITED

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Date: 31st August, 2016
Place: Chennai



INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Onesource Techmedia Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement 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 of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its *loss* and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 other operating effectiveness of such controls, refer to our separate report in "**Annexure B**".



(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, 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 its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For R A N K S & Associates
Chartered Accountants**

**Sd/-
Nikunj Kanodia
Proprietor
Mem No: 069995
FRN: 329271E**

**Place: Mumbai
Dated: 30th May 2016**

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The company does not hold any immovable properties and hence clause (c) is not applicable.
- 2) The management has conducted the physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) 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, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, 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 on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts



payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, 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 and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For R A N K S & Associates
Chartered Accountants

Sd/-
Nikunj Kanodia
Proprietor
Mem No: 069995
FRN: 329271E

Place: Mumbai
Dated: 30th May 2016



“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s. Onesource Techmedia Limited

Report on the Internal Financial Controls 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 M/s. Onesource Techmedia Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on [for example, “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”.] 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent 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 controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on _ [for example, "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 R A N K S & Associates
Chartered Accountants**

Sd/-
Nikunj Kanodia
Proprietor
Mem No: 069995
FRN: 329271E

Place: Mumbai
Dated: 30th May 2016



BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	Note No.	31.03.2016	31.03.2015
		Rs. In lacs	Rs. In lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	649.25	649.25
Reserves and Surplus	3	220.78	271.24
		870.03	920.49
NON-CURRENT LIABILITIES			
Long Term Borrowings	4	0.46	-
Deferred tax Liability	5	1.37	-
		1.83	-
CURRENT LIABILITIES			
Short-term Borrowings	6	680.32	126.30
Trade Payables	7	9.62	0.91
Other Current Liabilities	8	9.82	-
Short-Term Provision	9	-	2.62
		699.76	129.83
TOTAL		1571.62	1050.32
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	17	547.98	6.05
Deferred Tax Assets	5	-	0.13
Non-Current Investments	10	359.38	357.38
Long Term Loans & Advances	11	103.97	159.21
Other Non-Current Assets	12	30.56	34.64
		1041.88	557.41
CURRENT ASSETS			
Inventories		1.64	-
Trade Receivables	13	43.45	16.75
Cash & Cash Equivalents	14	12.65	69.78
Short Term Loans & Advances	15	466.82	401.52
Other Current Assets	16	5.18	4.85
		529.74	492.91
TOTAL		1571.62	1050.32
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

FOR R A N K S & Associates

Chartered Accountants

FRN. 329271E

Sd/-

NIKUNJ KANODIA

Partner

M. No : 069995

For and on Behalf of the Board

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

PADMANABHAN GOVINDARAJULU

CFO

Place : Chennai

Date : 30th May, 2016

Place : Chennai

Date : 30th May, 2016



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2016

PARTICULARS	Note No.	31.03.2016	31.03.2015
		Rs. In lacs	Rs. In Lacs
INCOME			
Revenue From Operations			
Sale of Media Contents		1.61	-
Media Income		103.36	8.00
Other Income	18	39.05	32.35
TOTAL INCOME		144.02	40.35
EXPENSES			
Change in Inventory		(1.64)	-
Purchase of Media Contents		3.25	-
Media Expenses		-	7.00
Employee benefit expenses	19	58.83	5.45
Finance Cost	20	0.82	1.65
Administration Expenses	21	65.70	16.85
Depreciation	17	66.58	1.58
TOTAL EXPENSES		193.54	32.54
PROFIT BEFORE TAXATION		(49.52)	7.81
Tax Expense			
Current tax		-	2.62
Deferred Tax Liability/(Assets)		1.50	(0.17)
NET PROFIT FOR THE YEAR		(51.02)	5.36
Earnings per equity share:			
Basic and Diluted (Face Value of Rs.10/- each, Previous Year Rs .10/- each)	22	(0.79)	0.08
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

FOR R A N K S & Associates

Chartered Accountants

FRN. 329271E

For and on Behalf of the Board

Sd/-
NIKUNJ KANODIA
Partner
M. No : 069995

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
PADMANABHAN GOVINDARAJULU
CFO

Place : Chennai
Date : 30th May, 2016

Place : Chennai
Date : 30th May, 2016



STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS		31.03.2016	31.03.2015
		Rs. In lacs	Rs. In lacs
A.	Cash Flow From Operating Activities		
	Net Profit Before Tax & Extra-Ordinary Items	(49.52)	7.81
	<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
	Interest Income	(38.64)	(24.22)
	Dividend Income	(0.41)	(0.41)
	Profit on Sale of Investment	0.51	(1.59)
	Interest on FD	-	(6.14)
	Depreciation	66.58	1.58
	Share Issue Expenses w/off	-	0.32
	Public Issue Expenses w/off	4.08	4.08
	Operating Profit Before Working Capital Changes	(17.40)	(18.56)
	<i>Adjustments for Working Capital Changes</i>		
	Decrease / (Increase) in Trade Receivables	(26.70)	(8.15)
	Decrease / (Increase) in Inventories	(1.64)	-
	Decrease / (Increase) in Short Term Loans & Advances	(65.30)	(116.91)
	Decrease / (Increase) in Other Current Assets	(0.21)	(0.32)
	Decrease / (Increase) in Long Term Loans & Advances	55.25	125.79
	(Decrease) / Increase in Trade Payable and Current Liabilities	18.53	(41.03)
	Cash Generated from Operations	(37.48)	(59.18)
	Taxes Paid During the Year	(2.17)	(1.69)
	Net Cash Flow from Operating Activities	(39.64)	(60.87)
B.	Cash Flow From Investing Activities		
	Net (Purchase)/Sale of Non - Current Investments	(2.50)	(105.43)
	Net (Purchase)/Sale of Fixed Assets	(608.50)	-
	Interest Received	38.64	30.35
	Dividend Receipts	0.41	0.41
	Net Cash Flow from Investing Activities	(571.96)	(74.67)
C.	Cash Flow From Financing Activities		
	Borrowings	554.48	126.30
	Net Cash Flow from Financing Activities	554.48	126.30
D.	Net Increase / (Decrease) in Cash & Cash Equivalents	(57.13)	(9.25)
E.	Opening Cash & Cash Equivalents	69.78	79.03
F.	Closing Cash & Cash Equivalents (Note 12)	12.65	69.78
	Summary of Significant Accounting Policies	Note 1	

AS PER OUR REPORT OF EVEN DATE

FOR R A N K S & Associates
Chartered Accountants
FRN. 329271E

For and on Behalf of the Board

Sd/-
NIKUNJ KANODIA
Partner
M. No : 069995

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
PADMANABHAN GOVINDARAJULU
CFO

Place : Chennai
Date : 30th May, 2016

Place : Chennai
Date : 30th May, 2016



NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31ST MARCH, 2016

NOTE: 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION:

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

b. GENERAL:

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

c. USE OF ESTIMATES:

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

d. FIXED ASSETS:

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

e. DEPRECIATION:

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

f. INVENTORIES:

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

g. REVENUE RECOGNITION:

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

h. PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES:

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

**i. INVESTMENTS:**

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

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

j. EMPLOYEE BENEFITS:**(i) Gratuity:**

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

(ii) Provident Fund:

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

(iii) Leave Salary:

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

k. TAXATION:

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

l. IMPAIRMENT OF ASSETS:

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

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

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

m. BORROWING COST:

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

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

n. DEFERRED REVENUE EXPENDITURE:

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

o. INCOME TAX:

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



2. SHARE CAPITAL

Particulars	31.03.2016		31.03.2015	
	Number	Rs. In lacs	Number	Rs. In lacs
Authorised Equity Shares of Rs.10/- each (Previous Year Rs.10/-)	75,00,000	750.00	75,00,000	750.00
Issued, Subscribed & Paid Up: Equity Shares of Rs .10/- each (Previous Year Rs.10/-)	64,92,500	649.25	64,92,500	649.25
Total	64,92,500	649.25	64,92,500	649.25

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

Particulars	31.03.2016		31.03.2015	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	64,92,500	649.25	64,92,500	649.25
Add : Public Issue during the year	-	-	-	-
Shares outstanding at the end of the year	64,92,500	649.25	64,92,500	649.25

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

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

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

Name of Shareholder	31.03.2016		31.03.2015	
	Number	%	Number	%
M/s. S K B Finance Limited	17,71,200	27.28	17,71,200	27.28
M/s. Radhasoami Securities Private Limited	6,00,000	9.24	6,00,000	9.24
M/s. Subhlabh Share Brokers Private Limited	4,13,900	6.38	2,13,900	3.29
M/s. Radhasoami Resources Limited	5,10,000	7.86	5,10,000	7.86

3. RESERVES AND SURPLUS

Particulars	31.03.2016		31.03.2015	
	Rs. In Lacs		Rs. In Lacs	
Share Premium				
Opening Balance		250.75		250.75
Add : Amount Raised by Public Issue		-		-
Closing Balance		250.75		250.75
Surplus in Profit & Loss Statement				
Opening balance		20.49		15.00
Add: Net Profit for the year		(51.02)		5.36
Add: Excess Provision Written Back		0.56		0.12
Closing Balance		(29.97)		20.48
Total		220.78		271.24

**4. LONG TERM BORROWINGS**

PARTICULARS	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Prakash Finance	0.46	0.46
Total	0.46	0.46

5. DEFERRED TAX

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs.
Deferred Tax Liability on account of Depreciation	1.37	-
Deferred Tax Asset on account of Depreciation	-	0.13
Total	1.37	0.13

6. SHORT TERM BORROWINGS

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Deposits Received		
Theatre Deposits	120.50	13.00
Loans & Advances from Related Parties		
Usman Fayaz	0.50	-
Fayaz Usman Faheed	559.32	113.30
Total	680.32	126.30

7. TRADE PAYABLES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Liability for Creditors	8.62	0.70
TDS Payable	0.08	0.01
Audit Fees Payable	0.92	0.20
Total	9.62	0.91

8. OTHER CURRENT LIABILITIES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Duties & Taxes Payable	0.56	-
Other Current Liabilities	9.27	-
Total	9.82	-

9. SHORT TERM PROVISION

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Provision for Income Tax	-	2.62
Total	-	2.62



10. NON-CURRENT INVESTMENTS

Particulars	Number of Shares	Face Value	31.03.2016	31.03.2015
			Rs. In Lacs	Rs. In Lacs
Quoted Equity Shares (Fully Paid-Up)				
Blue Circle Services Limited	300	10	0.24	0.24
Carewell Industries Limited	98,000	10	10.00	10.00
JMD Telefilms Industries Limited	20,49,074	10	192.91	192.91
Meenakshi Enterprises Limited	100	10	0.01	0.01
Prince Tradecom Limited	14,000	100	14.00	-
Ravi Kumar Distilleries Limited	36,000	10	4.15	4.15
RPP Infraprojects Limited	81,500	10	60.84	60.84
Unisys Softwares & Industries Limited	5,650	10	12.22	12.22
Ruby Traders & Exporters Limited	100	10	0.01	0.01
Un-Quoted Equity Shares (Fully Paid-Up)				
Ferromet Steels Private Limited	6,000	100	6.00	2.00
Nochi Industries Private Limited	4,10,000	10	41.00	41.00
Siddharth Mercantile Private Limited	17,500	40	-	7.00
Subhlabh Share Brokers Private Limited	1,50,000	10	10.50	-
Sigma Pvt Ltd	74,999	10	7.50	7.50
Virgo Vinimay Private Limited	19,500	10	-	19.50
Total			359.38	357.38
Aggregate Value of the Quoted Investments			294.38	280.38
Aggregate Value of the Un-Quoted Investments			65.00	77.00
Market Value of Quoted Investments			157.54	152.14
Provision for Diminution in the Value of Investments			-	-

11. LONG TERM LOANS & ADVANCES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
(a) Security Deposits		
Unsecured, Considered Good		
Interest Free Refundable Deposits	38.59	38.09
(b) Advances		
Recoverable in Cash or Kind or value to be considered	65.38	121.13
Total	103.97	159.21

12. OTHER NON CURRENT ASSETS

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	30.56	34.64
Total	30.56	34.64

13. TRADE RECEIVABLES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Outstanding for a period of less than six months from the date they are due for payment		
Unsecured, Considered Good	43.45	16.75
Total	43.45	16.75



14. CASH AND CASH EQUIVALENTS

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Balances with Scheduled Banks		
In Current Account With Catholic Syrian Bank	0.10	-
In Current Account With HDFC Bank	10.32	15.99
In Current Account With Axis Bank	1.49	0.04
In Current Account With Vijaya Bank	-	0.63
In Fixed Deposits with HDFC Bank	-	50.00
Cash in hand	0.74	3.12
Total	12.65	69.78

15. SHORT TERM LOANS & ADVANCES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
(a) Loans		
Unsecured, Considered good	268.50	247.00
(b) Advances		
Recoverable in Cash or Kind or value to be considered		
Media Advances	5.59	120.89
TDS Receivable	6.32	3.12
Input Service Tax	57.53	0.59
Interest Receivable on FD	-	7.06
Interest Receivable on Loans	17.65	22.78
Others	111.21	0.08
Total	466.82	401.52

16. OTHER CURRENT ASSETS

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	4.08	4.08
Tax Refund Receivable	1.10	0.77
Total	5.18	4.85

17. FIXED ASSETS

Assets	Original cost as on 01/04/2015	Depreciation upto 31.03.15	WDV as on 01.04.15	Additions during the year	Sale/ Adjustments during the year	Scrap value	Transfer to reserves	Depreciation for the year	WDV as on 31.03.16
Motor Car	11.48	5.99	5.49	-	-	0.57	-	2.72	2.78
Sony projector	-	-	-	588.98	-	29.45	-	57.89	531.09
Computer	1.13	1.13	-	9.33	-	0.47	-	2.97	6.36
Computer software	-	-	-	7.35	-	0.37	-	2.43	4.92
Plant & machinery	-	-	-	1.30	-	0.07	-	0.19	1.11
Electrical equipment	0.57	0.31	0.25	0.67	-	0.06	-	0.17	0.75
Motor cycle	0.56	0.26	0.30	0.87	-	0.07	-	0.21	0.97
Total	13.74	7.69	6.05	608.50	-	31.06	-	66.58	547.98



18. OTHER INCOME

Particulars	31.03.2016	31.03.2015
	Rs.	Rs.
Interest Receipts	38.64	24.22
Dividend Income	0.41	0.41
Profit/(Loss) on Sale of Investments	(0.50)	1.59
Interest on FD	-	6.14
Other income	0.51	-
Total	39.05	32.35

19. EMPLOYEE BENEFIT EXPENSES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Salaries & Bonus	51.64	4.83
Director's Remuneration	6.00	0.31
Staff welfare expense	1.19	0.31
Total	58.83	5.45

20. FINANCE COST

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Bank Charges	0.14	0.06
Interest on loan	0.05	-
Interest on Overdraft	0.62	1.59
Interest on TDS	0.01	-
Penal interest	-	-
Total	0.82	1.65

21. ADMINISTRATION EXPENSES

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Advertisement & Publicity	0.71	0.40
Payment to Auditor		
Statutory Audit Fees	0.60	0.20
Tax Audit Fees	0.20	
Internal Audit Fees	0.20	
Secretarial Audit Fees	0.50	
Bad Debts Written off	20.38	-
Business Promotion Expenses	0.57	-
Conveyance Expenses	1.25	0.25
Courier & Postage	0.13	0.06
DCP Mastering Charges	1.20	-
Discount and Sundry Balance Written off	0.73	-
Electricity Expenses	0.31	0.16
General Expenses	0.98	0.21
Marketing Making-Fees	1.37	1.35
NSDL & CDSL Charges	0.52	0.19
Interest on Income Tax	-	0.19
Listing Fee	0.28	0.36
Office Rent	3.40	0.60
Vehicle Maintenance & Insurance	-	0.30
Professional Fees	11.30	3.17

Cont....



Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Printing & Stationery	0.72	0.26
Public Issue Expenses	4.08	4.08
Renewal and Subscription Expenses	0.11	-
Repairs and Maintenance	1.35	-
Travelling & Boarding Charges	7.95	3.48
Filling Fees	0.15	0.43
Freight & Forwarding Expenses	3.80	-
RTA Expenses	-	0.34
Transaction Charges	0.01	0.04
Website Expenses	0.94	0.19
Share Issue Expenses W/Off	-	0.32
Telephone Charges	1.97	0.26
Total	65.70	16.85

22. Basic & Diluted EPS

Particulars	31.03.2016	31.03.2015
	Rs. In Lacs	Rs. In Lacs
Net Profit for the Current Period	(51.02)	5.36
Weighted Average Nos. of Shares	64.93	64.93
Basic & Diluted EPS	(0.79)	0.08

23. CONTINGENT LIABILITIES & COMMITMENTS : NIL

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

Particulars	31.03.2016 Rs. In Lacs	31.03.2015 Rs. In Lacs
Value of imports calculated on CIF basis by the Company during the financial year in respect of: Capital Goods (Sony Projector)	588.98	121.13

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

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

26. IPO PROCEEDS AND NET PROCEEDS

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

**27. UTILISATION OF THE NET PROCEEDS**

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

28. SEGMENT REPORTING

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

29. AMOUNT DUE FROM DIRECTORS/PARTIES/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED, IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013 : NIL**30. TRANSACTION WITH RELATED PARTIES (Section 188 Of The Companies Act 2013):**

Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount in Rs. In Lacs		
			Opening Balance	Transactions during the year	Closing Balance
Fayaz Usman Faheed	Managing Director	Loan Taken	113.30	446.02	559.32
			(-)	(113.30)	(113.30)
		Remuneration	-	6.00	-
			(-)	(-)	(-)
Sumathi Kothandan	Chief Financial Officer	Remuneration	-	1.80	-
			(-)	(-)	(-)

*Figures in Brackets represents amounts for previous years.

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

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

33. CONSEQUENT TO THE ENACTMENT OF THE COMPANIES ACT, 2013 (THE ACT) AND ITS APPLICABILITY FOR ACCOUNTING PERIODS COMMENCING FROM 1ST APRIL 2014, THE COMPANY HAS REASSESSED THE REMAINING USEFUL LIFE OF FIXED ASSETS IN ACCORDANCE WITH THE PROVISIONS PRESCRIBED UNDER SCHEDULE II TO THE ACT. THERE ARE NO ASSETS WHICH HAVE COMPLETED THEIR USEFUL LIFE. IN CASE OF OTHER ASSETS, THE CARRYING VALUE (NET OF RESIDUAL VALUE) IS BEING DEPRECIATED OVER THE REVISED REMAINING USEFUL LIFE.

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

S. No	Loan To	Amt (Rs. In Lacs)	Purpose of the Loan
1	Abhijeet Hoda (HUF)	47.00	Working Capital Loan
2	Amaar Foundation & Properties Pvt Ltd	20.00	Working Capital Loan
3	Awesome Builder Private Limited	30.00	Working Capital Loan
4	Green Vista Infra Projects	25.00	Working Capital Loan
5	Sanjay Jain	10.00	Working Capital Loan
6	Shriniwasa Roadways Private Limited	50.00	Working Capital Loan
7	Sidharth Merchandile Private Limited	35.00	Working Capital Loan
8	Tanushree Hoda	5.00	Working Capital Loan
9	Sea Bird Shipping & logistics Private Limited	30.00	Working Capital Loan
10	Vijay Enterprises	5.00	Working Capital Loan
11	Vandana Sankhala	11.50	Working Capital Loan
	Total	268.50	

AS PER OUR REPORT OF EVEN DATE

FOR R A N K S & Associates
Chartered Accountants

For and on Behalf of the Board

Sd/-
NIKUNJ KANODIA
Partner
M. No : 069995

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
PADMANABHAN GOVINDARAJULU
CFO

Place : Chennai
Date : 30th May, 2016

Place : Chennai
Date : 30th May, 2016



CIN : U72900TN2008PLC067982

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

(T) (91)- 044-28545858 Web: www.onesourcetekmedia.com Email: onesourcetekmedialtd@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

**8TH ANNUAL GENERAL MEETING ON THURSDAY, 29TH DAY OF SEPTEMBER, 2015 AT 14.30 HRS
at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002**

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

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

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

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



CIN : U72900TN2008PLC067982

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

(T) (91)- 044-28545858 Web: www.onesourcetekmedia.com Email: onesourcetekmedialtd@gmail.com

PROXY FORM

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

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

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

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

or failing him

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held on Thursday, 29th day of September, 2016 at 14.30 hrs at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of Accounts,
2. Reappointment of Mrs. Samia Faheed, Retirement by Rotation,
3. Appointment of Auditors,

Special Business:

4. Appointment of Mr. Vasudevan Sridharan as Independent Director ,
5. Change in terms of Appointment of Mr. Fayaz Usman Faheed as Managing Director ,

Affix Revenue
Stamp

Signed this _____ day of _____ 2016

Signature of shareholder _____

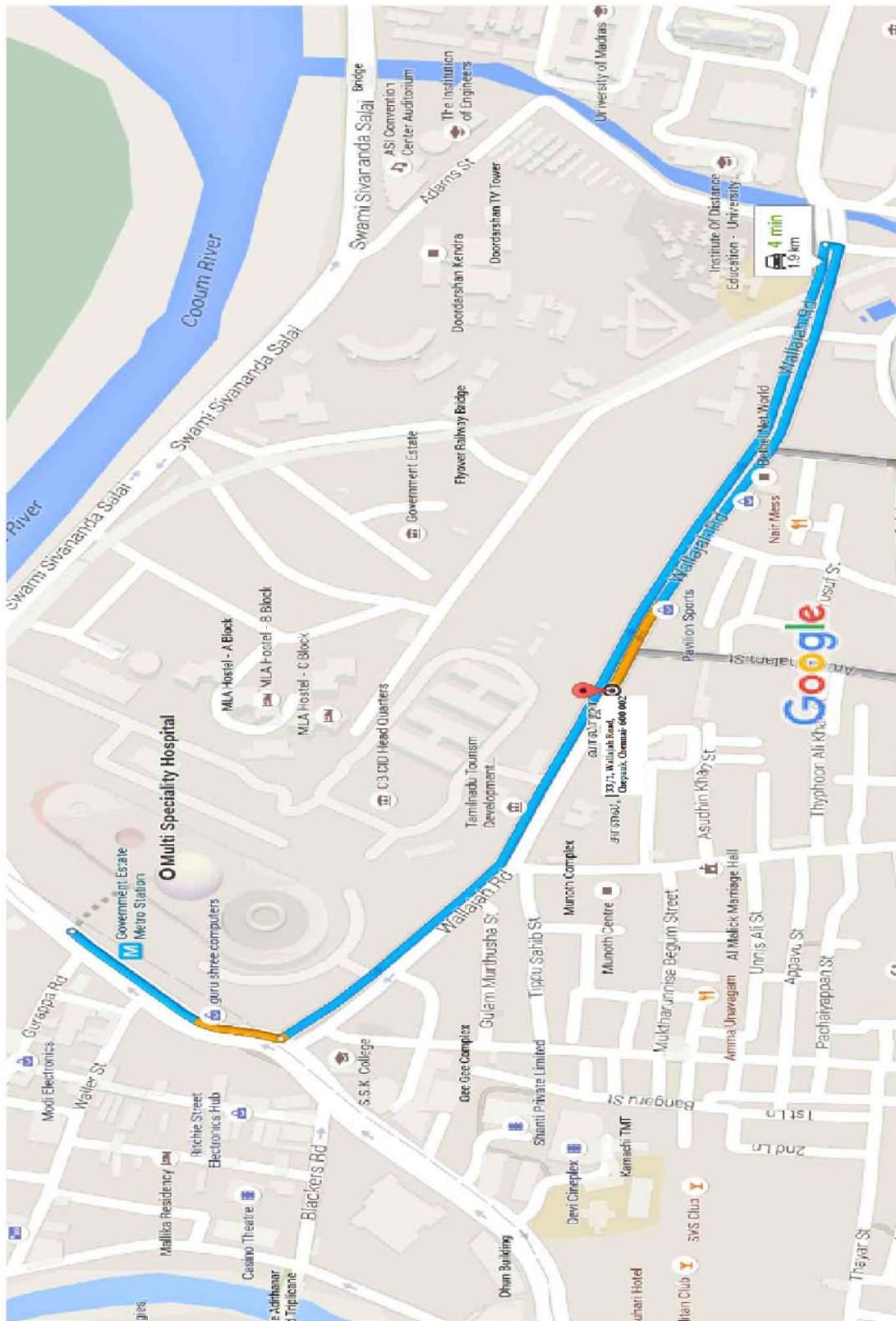
Signature of Proxy holder(s) _____

Note:

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

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ROUTE MAP TO THE VENUE OF THE AGM



Map data ©2015 Google 100 m

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