



Onesource Techmedia Limited

Ninth Annual Report

2016-2017



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
Ms. VARSHA AGARWAL	-	Company Secretary

Statutory Auditor

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

Secretarial Auditor

Ms. Deepika K
Practising Company Secretary,
No. 12, Arumugam Street,
Chennai - 600 001

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

STANDARD CHARTERED BANK
YES BANK
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 : Tuesday
Date : 26.09.2017
Time : 11.30 A.M
Venue : 33/1, Wallajah Road, Chepauk,
Chennai- 600 002

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NOTICE

Notice is hereby given that 09th Annual General Meeting of the members of ONESOURCE TECHMEDIA LIMITED, will be held on Tuesday, 26th day of September, 2017 at 11.30 A.M. at the Registered Office of the Company situated at 33/1, Wallajah Road, Chepauk, Chennai- 600 002 to transact the following businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.

Item 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 **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members at the 08th Annual General Meeting held on 29.09.2016, the appointment of **M/s. K D M AND CO LLP (Firm Registration No. 013630S/S200069)** {Company received a letter dated 15th May, 2017 from the Statutory Auditors of the Company that, they have reconstituted M/s. Dharmaraj & Co., Chartered Accountants (Firm Registration No. 013630S) as M/s. K D M AND CO., Chartered Accountants (Firm Registration No. 013630S) and a letter dated 06th July, 2017 that they have reconstituted K D M AND CO., Chartered Accountants (Firm Registration No. 013630S) as M/s. K D M AND CO LLP (Firm Registration No. 013630S/S200069)} Chartered Accountants as the auditors of the Company 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) be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration plus service tax, out-of-pocket, travelling, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:

Item No. 4: GRANTING OF BORROWING POWERS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s)



constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of upto Rs.50,00,00,000 (Rupees Fifty Crores only) and /or in equivalent foreign currency;

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

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

Item No. 5: GRANTING OF POWERS TO CREATE CHARGE ON COMPANY'S PROPERTIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

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



along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.;

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

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

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

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

Date : 24.08.2017
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 Wednesday, 20th September, 2017 to Tuesday, 26th September, 2017 (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 09th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 09th Annual Report will also be available on the Company's website www.onesourcetechnmedia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: onesourcetechnmedialtd@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, 2017.
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 30 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.

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 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.

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 09th 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 Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Monday, 25th September, 2017 (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, 19th September, 2017 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).

- 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 **170826046** 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 onesourcetechnicaltd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 25th September, 2017 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, 19th September, 2017.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 19th September, 2017. 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., 19th September, 2017, may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com.
20. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
21. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
22. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

23. Scrutiny of the Voting Process:

- a. The Board of directors has appointed **Ms. Deepika K**, Practising Company Secretaries (Certificate of Practice No. 18437 & Membership No. 40527) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- b. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- c. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.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.



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

Item No. 4 & 5:

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

It is, therefore, necessary that the members pass a special Resolution under section 180(1)(c) and other applicable provision of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Therefore in supersession of the resolution passed in the Annual General Meeting dated 29th August, 2014, Approval of members is being sought to increase the borrowing limit from Rs. 25 Crores (Rupees Twenty Five Crores) to Rs. 50 Crores (Rupee Fifty Crores).

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

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

The resolutions contained in Item No. 4 & 5 of the accompanying Notice, accordingly, seeks members approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 and 5.

The Board recommends the resolution set forth in Item No. 4 and 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 : 24.08.2017
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, 2017.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2017 is summarized below;

(Rs. in Lacs)

Particulars	FY 2016-2017	FY 2015-2016
Revenue from Operations	393.43	104.97
Other Income	28.31	39.05
Total Income	421.74	144.02
Total Expenses	409.24	193.54
Profit Before Tax & Extraordinary Items	12.51	(49.52)
Tax Expense		
-Current Tax	-	-
-Deferred Tax Liability/(Assets)	-	1.50
Net Profit for the Year	12.51	(51.02)

a. Review of operations and affairs of the Company:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 114.56 lacs as compared to previous year's profit of Rs. 17.74 lacs. The net profit for the year under review has been Rs. 12.51 lacs as compared to the previous year net loss Rs. 51.02 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, 2017	As at 31 st March, 2016	Increase / Decrease in %
Market Value per share	6.64	4.62	43.72
No. of Shares	64,92,500	64,92,500	-
Market Capitalization	4,31,10,200	2,99,95,350	43.72
EPS	0.19	(0.79)	NA
Price earnings ratio	34.95	(5.84)	NA
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			(52.57)

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. On 23rd November, 2016 the Share Purchase Agreement was consummated by way of transfer of Funds by the Acquirer to M/s. S K B Finance Limited (which has amalgamated with M/s. Anurodh Merchandise Private Limited vide Amalgamation order issued by High Court, Calcutta dated 28th June, 2016) and transfer of Shares by the M/s. S K B Finance Limited to the Acquirer.

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

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

3. Human Resource Management:

To ensure good human resources management at Onesource Techmedia Limited, we focus on all aspects of the employee life cycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback 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, 2017 in pursuance to Rule 5(2)& Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure IV** to this report.



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

b. Key Managerial Personnel:

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

- 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 Company appointed Ms. Namrata Jain as Company Secretary cum Compliance Officer w.e.f 03rd September, 2016
- Ms. Namrata Jain resigned from the post of Company Secretary cum Compliance Officer w.e.f 31st January, 2017
- Ms. Varsha Agarwal was appointed as Company Secretary cum Compliance Officer w.e.f 01st February, 2017

iii. Chief Financial Officer:

- Mrs. Sumathi Kothandan was the CFO of the company w.e.f 10th November, 2014 and she resigned from the said post w.e.f 22nd April, 2016.
- Mr. Padmanabhan Govindarajulu was 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 was appointed as the Chief Financial Officer of the Company w.e.f., 01st September, 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:**

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

- Mr. Fayaz Usman Faheed, Managing Director of the Company was acting as the Compliance Officer of the Company from the 17th December, 2014 till 02nd September, 2017.
- the Company appointed Ms. Namrata Jain as Company Secretary cum Compliance Officer w.e.f 03rd September, 2016
- Ms. Namrata Jain resigned from the post of Company Secretary cum Compliance Officer w.e.f 31st January, 2017
- Ms. Varsha Agarwal was appointed as Company Secretary cum Compliance Officer w.e.f 01st February, 2017

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

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

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

- (i) The Board of Directors of the Company at the meeting 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 with effect from 22nd April, 2016.
- (ii) The Shareholders at the Annual General Meeting of the Company held on 29th September, 2016 approved the following:
 - (i) Re-Appointment of Mrs. Samia Faheed (DIN: 02967081), who retired by rotation at this Annual General Meeting.
 - (ii) Regularization of Mr. Vasudevan Sridharan (DIN: 07487245) as the Independent Director of the Company to hold office from 22nd April, 2016 to 21st April, 2021.
 - (iii) Appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as the Managing Director of the Company with revised terms and conditions.

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.

**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. Baskaran Sathya Prakash	Director	Independent Director
Mr. Vasudevan Sridharan	Director	Independent Director
Mrs. SamiaFaheed	Director	Non-executive Director

(ii) Meeting Of Board Of Directors And Attendance During The Year:

During the FY 2016-2017, 10 (Ten) meetings of the Board of Directors of the Company were held on 15th April, 2016, 22nd April, 2016, 30th May, 2016, 24th August 2016, 31st August, 2016, 02nd September, 2016, 11th November, 2016, 14th November, 2016, 01st February, 2017 and 11th March, 2017. 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	10	Yes	-	-	-
Mrs. Samia Faheed	10	Yes	-	-	-
Mr. Baskaran Sathya Prakash	10	Yes	2	2	2
Mrs. Kokila Gangan ²	2	NA	NA	NA	NA
Mr. Vasudevan Sridharan ¹	8	Yes	-	-	-

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 Committees 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.

² She 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, 2017, 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 conduct 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 5 times a year viz., 30th May, 2016, 31st August, 2016, 02nd September, 2016, 11th November, 2016 and 01st February, 2017 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	5	5
Mrs. Kokila Gangan ¹	NA	NA
Mr. Fayaz Usman Faheed	5	5
Mr. Vasudevan Sridharan ²	5	5

Note:

² She resigned from the Board of Directors of the Company w.e.f. 22nd April, 2016 thus vacating the Committee Membership as well.

¹ Mr. 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 5 times in a year viz., 22nd April, 2016, 24th August, 2016, 31st August, 2016, 02nd September, 2016 and 01st February, 2017 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. Baskaran Sathya Prakash	5	5
Mrs. Samia Faheed	5	5
Mr. Vasudevan Sridharan ²	4	4

Note:

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

² Mr. Vasudevan Sridharan was appointed the Committee Chairman w.e.f. 22nd April, 2016.



(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., 30th May, 2016, 31st August, 2016, 11th November, 2016 and 01st February, 2017 and the attendance of the members at the Stakeholder Relationship Committee meeting was as follows:

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

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 2016-17 & 2017-18.

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



Utilization of the Net Proceeds :		Amount in Lacs
Particulars	2016-2017	2015-2016
Work-In-Progress for Media Contents	-	40.00
Security Deposit and Advances against Media Contents	-	5.51
FD with HDFC Bank	-	-
Repayment of Advance	-	24.00
Loans On Interests	(35.00)	80.00
Investment in Shares	-	12.50
Advance against share purchase	(70.00)	70.00
Balances in Current Accounts	-	-
Incurred in Media Activities	105.00	1.12

1. 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 September, 2016 **M/s. Dharmaraj & Co.,** (Firm Registration No. 013630S) Chartered Accountants, were appointed as Statutory Auditors of the Company 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 i.e. for a period of 5 years. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of **M/s. Dharmaraj & Co.,** Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

b. Secretarial Auditors:

Ms. Deepika K, Company Secretary (COP: 18437) was appointed to conduct the Secretarial Audit of the Company for the FY 2016-2017, as required under the Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the FY 2016-2017 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 company is regular in depositing undisputed statutory dues including Income-tax, Value Added Tax, Custom duty and any other material statutory dues *except for the dues in respect of Service tax*, as may be applicable with the appropriate authorities. The extent of *arrears of statutory dues outstanding* as at Balance Sheet date, for a period *exceeding six months* from the date they became payable are Rs.2,78,161/- relating to Service Tax.



The Company was facing an acute shortage of cash and thus the above mentioned payment were not made, however the company has taken appropriate steps to make the payment in the current financial year.

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

- a. *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 2017-2018.

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

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

d. Internal Financial Control

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

e. Risk Management:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.onesourcetechnmedia.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.onesourcetechnmedia.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.onesourcetechnmedia.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	2017	2016
Earnings	-	-
Expenditure	568.54	588.98

(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**

Date: 24.08.2017
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

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

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

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

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

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2017, 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	Interest free loan from Managing Director for an aggregate sum of Rs. 20 Crores in one or more trenches, being unsecured in nature, free of any interest charges, to be repaid by the company on demand.
(e)	Date of approval by the Board	27.01.2015, 10.02.2016 , 30.05.2016 & 10.08.2017
(f)	Amount of Transaction during the FY	Rs. 236.24 Lacs
(g)	Amount paid as advances, if any during the FY	NA

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

Date: 24.08.2017
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

**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). As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

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

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

India's foreign exchange reserves stood at US\$ 366.781 billion as at the end of March 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.



b. **MACROECONOMIC SCENARIO:**

Economic growth is projected to remain strong and India will remain the fastest-growing G20 economy. The increase in public wages and pensions will support consumption. Private investment will recover gradually as excess capacity diminishes, and the landmark Goods and Services Tax and other measures to improve the ease of doing business are being implemented. However, large non-performing loans and high leverage of some companies are holding back investment.

Monetary policy is projected to remain tight as inflation expectations have still not fully adjusted down. The need to reduce the relatively high public-debt-to-GDP ratio leaves little room for fiscal stimulus. However, investing more in physical and social infrastructure is critical to raising living standards for all. This should be financed by a comprehensive reform of income and property taxes. Restoring credit discipline and cleaning up banks' balance sheets will be instrumental to support the credit growth needed to finance more business investment.

Trade openness has increased, partly driven by a competitive service sector. Manufacturing has lagged behind, with limited contribution to exports and job creation, leaving many workers in low-paid jobs. Promoting quality job creation in manufacturing would require reducing further restrictions on FDI and trade, modernising labour regulations and providing better education and skills. Better infrastructure, transport and logistic services would facilitate manufacturing firms' access to global markets, particularly from remote and poorer regions.

2. **MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:**

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

a. **MARKET DYNAMICS:**

The Indian media & entertainment sector is expected to grow at a Compound Annual Growth Rate (CAGR) of 14.3 per cent to touch Rs 2.26 trillion (US\$ 33.9 billion) by 2020, while revenues from advertising is expected to grow at 15.9 per cent to Rs 99,400 crore (US\$ 14.91 billion).

Over FY 2015-20, radio will likely grow at a CAGR of 16.9 per cent, while digital advertising will grow at 33.5 per cent. The largest segment, India's television industry, is expected to grow at a CAGR of 15 per cent, while print media is expected to grow at a CAGR of 8.6 per cent.!

The entertainment industry continues to be dominated by the television segment, with the segment accounting for 44.24 per cent of revenue share in 2016, which is expected to grow further to 48.18 per cent by 2021. Television, print and films together accounted for 79.54 per cent of market share in 2016, in value terms.



Print media would be the 2nd largest sector in the overall entertainment industry in India, following which sectors of Out of Home (OOH) and Radio are expected to contribute almost 2 per cent each to the entire industry by 2021 and Indian print media industry generated revenues worth US\$ 4.51 billion in FY2017(till December 2016).

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – December 2016 stood at US\$ 6.3 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

i. TELEVISION:

As per the PWC report, television advertising in India will continue to hold the larger share of the pie at \$5.81 billion in 2021, registering an 11.1% growth from \$3.43 billion in 2016. TV subscription revenues are also expected to grow from \$8.14 billion to \$14.1billion by 2021, clocking 11.6% CAGR.

ii. DEMOGRAPHIC FACTORS:

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

iii. DIGITAL OPPORTUNITY:

According to the Group M 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.

iv. 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:

Mr M Venkaiah Naidu, Minister for Information and Broadcasting, Government of India, has stated that the Indian Media and Entertainment industry, mainly the broadcasting sector, is on the peak of a strong growth phase led by the recent government initiatives like Make in India, Skill India, Digital India and Goods and Services Tax (GST).

The Government of India has supported Media and Entertainment industry'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.



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

The big story in 2016 has been the evolution of FTA channels post expansion of rural measurement in the television segment coupled with the impact of the 4G rollout and the resulting price wars. Both these factors have resulted in media consumption penetrating deeper into India, resulting in a realignment of strategy by media companies and advertisers alike.

Compared to 2016, the industry is projected to grow at a faster pace of 14 per cent over the period of 2017-21, with advertising revenues expected to increase at a CAGR of 15.3 per cent. The year 2017 is likely to witness a marginally slower rate of 13.1 per cent as the economy recovers from the lingering effects of demonetisation and initial uncertainties arising from GST implementation.

Commenting on the industry's performance and way forward, Uday Shankar, Chairman, FICCI M&E Committee and Chairma & CEO of Star India, said: "The industry has gulped down the bitter pill of demonetisation trusting its long-term benefits and yet is set to bounce back to a steady growth, thanks to strong fundamentals. Building solid infrastructure and continued government support will help the industry reach the tremendous potential it holds for employment and creating socio-economic value for the country. A commitment towards a quick transition to digitisation will ensure growth for all stakeholders."

Added Girish Menon, Director, Media and Entertainment, KPMG in India: 2016 was a mixed bag for the industry with digital media making its way to the centre stage rapidly from being just an additional medium. It is compelling existing players to rethink their business models. To accelerate growth, M&E organisations must rebuild their strategies to fit and thrive in the changing, digitally-oriented landscape. Nimbleness and flexibility will be at the core of sustainable businesses.... The long-term factors driving the future growth are expected to remain positive, with growing rural demand, increasing digital access and consumption, and the expected culmination of the digitisation process of television distribution over the next two to three years."

i. TELEVISION:

The TV industry clocked a slower growth in 2016 at 8.5 per cent, attributed to tepid growth of 7 per cent in subscription revenues and a lower than estimated 11 per cent growth in advertising revenues. A key theme in 2016 was the emergence of FTA channels as a key focus area following the expansion in rural measurement by BARC and the resultant increased interest by both broadcasters and advertisers. Additionally, strong performance of sports properties and increased spending for the launch of 4G by telecom operators helped alleviate some of the pressure. The industry is expected to grow at a CAGR of 14.7 per cent over the next five years with advertising and subscription revenues projected to grow at 14.4 per cent and 14.8 per cent, respectively. The projections remain robust due to strong economic fundamentals, rising domestic consumption and growing contribution of rural markets coupled with the delayed, but eventual completion of digitisation.

**ii. FILM:**

Films grew at a crawling pace of 3 per cent in 2016. The segment was impacted by decline in core revenue streams of domestic theatricals and satellite rights, augmented by poor box office performance of Bollywood and Tamil films. Expansion of overseas markets, increase of depth in regional content and rise in acquisitions of digital content by over-the-top platforms are expected to be the future growth drivers that would help the segment bounce back at a forecasted CAGR of 7.7 per cent. However, factors such as dwindling screen count and inconsistent content quality could prove to be limiting factors.

iii. PRINT MEDIA:

The revenue growth rates of print continued to witness a slowdown at 7 per cent in 2016, as English newspapers remained under pressure. Regional language papers demonstrated strong growth, but were adversely affected by demonetisation given their high dependence on local advertisers. Print is expected to grow at 7.3 per cent, largely driven by continued growth in readership in vernacular markets and advertisers' confidence in the medium, especially in the tier II and tier-III cities. Rise in digital content consumption poses a long-term risk to the industry.

iv. RADIO:

Radio recorded a 14.6 per cent growth led by volume enhancements in smaller cities, partial roll out of Batch 1 stations and a marginal increase in effective advertising rates. However, weak uptake in Batch 2 auctions of Phase 3 and delays in the rollout of majority of Batch 1 stations, coupled with adverse impact of demonetisation dampened the overall sentiment. Nevertheless, it is expected to be the fastest growing amongst the traditional mediums at a CAGR of 16.1 per cent, arising from operationalisation of new stations in both existing and new cities, introduction of new genres and radio transitioning into a reach medium.

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:

Growth for digital advertising is projected to be the fastest at a CAGR of 18.6% to \$1.73 billion by 2021, up from the estimated \$740 million in 2016, whereas for Internet video, the CAGR is higher at 22.4% albeit at a lower base of \$239 million.

vii. GAMING AND VFX INDUSTRY:

The industry grew at 16.4 per cent, driven majorly by a 31 per cent growth in VFX due to increase in outsourcing work, growing use of VFX in domestic film productions and increase in demand for domestic animated content on television. The industry is estimated to grow at a CAGR of 17.2 per cent over 2017–21.

**3. THE ROAD AHEAD:**

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. TV advertising sector is expected to grow at a CAGR of 11.1 per cent during 2016-21, as against the global average of 2.8 per cent. Cinema in India is estimated to grow at 10.4 per cent compared to global average of 4.4 per cent. Internet video sector is expected to grow at a CAGR of 22.4 per cent while the global average is estimated to be 11.6 per cent. TV subscription will grow at CAGR of 11.6 per cent as against the global average of 1.3 per cent.

4. RISK FACTORS:**a. Competition from other players:**

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

b. Ever changing trends in Media sector:

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

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

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

5. BUSINESS STRATEGY:

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

6. RISK MANAGEMENT & INTERNAL CONTROLS:

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

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

**7. DISCUSSION ON FINANCIAL PERFORMANCE:**

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 114.56 lacs as compared to previous year's profit of Rs. 17.74 lacs. The net profit for the year under review has been Rs. 12.51 lacs as compared to the previous year net loss Rs. 51.02 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, 2017 have 31 permanent employees on our rolls.

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

Date: 24.08.2017
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., 17thNovember, 2014 till the date of this Report. Further he is paid a remuneration of Rs. 1,00,000 every month. The median remuneration of the employees is Rs. 22,375 per month.</p> <table><tr><td>Name of the Director</td><td>Ratio of the Median</td></tr><tr><td>Mr. Fayaz Usman Faheed</td><td>4.47 : 1</td></tr></table>	Name of the Director	Ratio of the Median	Mr. Fayaz Usman Faheed	4.47 : 1
Name of the Director	Ratio of the Median					
Mr. Fayaz Usman Faheed	4.47 : 1					
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<p>There was 100% increase in the salary of Mr. Fayaz Usman Faheed, Managing Director of the Company.</p> <p>Ms. Hemalatha was appointed as the Chief Financial Officer on 01st September, 2016, hence the percentage increase in remuneration of Chief Financial Officer cannot be calculated.</p> <p>Ms. Varsha Agarwal was appointed as the Company Secretary of the Company w.e.f., 01st February, 2017, hence the percentage increase in remuneration of the Company Secretary cannot be calculated.</p>				
3.	The percentage increase in the median remuneration of employees in the financial year	The Median Remuneration of the employee as on 31 st March, 2016 was Rs. 24,250/- and as on 31 st March, 2017 is Rs. 22,375/- , thus the median employee remuneration has reduced by 07.73%				
4.	The number of permanent employees on the rolls of company	31 Employees as on 31 st March, 2017				
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	<p>There is a decrease of average salary of the employee by 25.47% , where as there is a 100% increase in the salary of the the Managerial Personnel.</p> <p>The Company has on actual grounds increase the salaries of its’ employees, however the same is not reflected in the percentages/percentile because as on 31st March, 2016, the Company has 13 employees, however as on 31st March, 2017, the Company has 31 employees.</p>				
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

Date: 24.08.2017
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

**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, 2017.

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	Umasankar P	44	Manager	Sales & Mktg	95,000	M.CO M	21	20-05-16	General Manager Gemini Industries Pvt Ltd.
2	Raja N	44	Manager	Technical	95,000	BECE	11	01-04-15	Manager UFO Movies Limited
3	Prashant Panicker. M	34	D G M	Operation & Mis	65,000	MBA	11	01-02-16	Senior Executive Birla Sun Life Pvt. Ltd.
4	Hemalatha	34	Chief Financial Officer	Accounts	65,000	Msc (IT)	12	01-06-16	Finance Manager Ufxbid2buy (India) Pvt Ltd.
5	Majeeth J	48	Manager	Operation & Mis	43,000	BA	15	01-09-16	Manager UF Media Pvt Ltd
6	Sheik Abdul Hameed	38	Assistant Manager	Operations	38,000	BSC	15	01-07-16	Uf Media Pvt Ltd
7	Saravanan S	38	Team Manager	Operation & Mis	35,000	BBA	16	01-09-15	Senior Manager Wisarinfotech Pvt Ltd
8	Varsha Agarwal	27	Company Secretary	Admin	30,000	ACS	4	01-02-17	Company Secretary Ambe Projects Limited
9	Venkatesan	43	Assistant Manager	Human Resources	28,000	BA	15	01-09-16	Assistant Mangar UF Media Pvt Ltd
10	Gunasekar E	33	Graphic Designer	Technical	28,000	BBA	8	01-08-16	Graphic Designer UF Media Pvt Ltd

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

Date: 24.08.2017

Place: Chennai

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

**Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director**

**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 time 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 2017
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ¹;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

Note:

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



- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999²;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008³;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client⁴;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁵; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁶;
- i) The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) 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 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.*
- ii. *The Company has not done filing of Charge Forms wherever applicable.*

I further report that,

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

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

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

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

Note:

² Not applicable to the Company, as the Company have not provided any Employee Stock Option Scheme or Employee Stock Purchase Scheme to its employees during the audit period.

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

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

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

⁶ Not applicable to the Company, as the Company did not undertake any Buy Back of Securities during the audit period.



I further report that during the audit period;

- Pursuant to Regulation 31 A (5) and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions if any of the Companies Act, 2013 read with the Share Purchase Agreement ("SPA") dated 29th May, 2015, the Shareholders of the Company approved the Reclassification of Promoters viz., reclassification of all the existing promoters of the Company under public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company vide declaration of Postal Ballot results dated 11th March, 2017.
- Subsequent to the above, BSE vide its letter dated 17th May, 2017 provide its approval for the reclassification of all the existing promoters of the Company under public Category and classification of Mr. Fayaz Usman Faheed as the Promoter of the Company.

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

**PLACE : CHENNAI
DATE : 24.08.2017**

**Sd/-
DEEPIKA K
ACS – 40527 COP – 18437**

Annexure A

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

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

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

**PLACE : CHENNAI
DATE : 24.08.2017**

**Sd/-
DEEPIKA K
ACS – 40527 COP – 18437**

**Annexure VII**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2017
[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;28545757 (W) : www.onesourcetekmedia.com Email : onesourcetekmedialtd@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	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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



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

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/HUF	3,80,400	-	3,80,400	5.86	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	2,65,000	-	2,65,000	4.08	(33.83)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	28,41,600	-	28,41,600	43.77	6,45,400	-	6,45,400	9.94	(33.83)
(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	6,45,400	-	6,45,400	9.94	(33.83)
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Market Maker	1,00,000	-	1,00,000	1.54	1,00,000	-	1,00,000	1.54	-
Sub-Total (B)(1)	1,00,000	-	1,00,000	1.54	1,00,000	-	1,00,000	1.54	-
(2) Non-Institutions									
a) Bodies Corp.									
i. Indian	16,88,900	-	16,88,900	26.01	20,83,900	-	20,83,900	32.09	6.08
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,75,500	-	5,75,500	8.86	5,55,500	-	5,55,500	8.56	(0.30)
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10,86,500	-	10,86,500	16.73	28,77,700	-	28,77,700	44.32	27.59
c) Others									
1. HUF	1,90,000	-	1,90,000	2.93	1,90,000	-	1,90,000	2.93	-
2. Clearing Member	10,000	-	10,000	1.6	40,000	-	40,000	0.62	0.46
Sub-Total (B)(2)	35,50,900	-	35,50,900	54.69	57,47,100	-	57,47,100	88.52	33.83
Total Public Shareholding (B)=(B)(1)+(B)(2)	36,50,900	-	36,50,900	56.23	58,47,100	-	58,47,100	90.06	33.83
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	64,92,500	-	64,92,500	100.00	64,92,500	-	64,92,500	100.00	-



ii. Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anurodh Merchandise Private Limited ¹	17,71,200	27.28	-	75,000	1.16	-	27.28
2	Kishan Kumar Jhunjunwala	2,49,600	3.84	-	2,49,600	3.84	-	-
3	Radhasoami Securities Private Limited ²	6,00,000	9.24	-	1,00,000	1.54	-	-
4	Carewell Consultants Private Limited ²	90,000	1.39	-	90,000	1.39	-	-
5	N M Jhunjunwala HUF ²	45,000	0.69	-	45,000	0.69	-	-
6	Nathmal Jhunjunwala ²	45,000	0.69	-	45,000	0.69	-	-
7	B P Jhunjunwala HUF ²	30,000	0.46	-	30,000	0.46	-	-
8	K K Jhunjunwala HUF ²	5,400	0.08	-	5,400	0.08	-	-
9	Sulochana Devi Jhunjunwala ²	5,400	0.08	-	5,400	0.08	-	-
Total		28,41,600	43.77	-	6,45,400	9.93	-	-

¹ M/s. S K B Finance Limited along with M/s. Nilambar Dealers Privat Limited and M/s. Shubham Communication Limited has merged with M/s. Anurodh Merchandise Private Limited vide Merger Order issued by High Court, Calcutta dated 28th June, 2016, wherein the appointed date for the Merger is 1st April, 2015.

² 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	ANURODH MERCHANDISE PRIVATE LIMITED*						
	01.04.2016			17,71,200	27.28	-	-
	Add	28.06.2016	Merger*	75,000	1.16	18,46,200	28.43
	Less	23.11.2016	Sales via SPA	17,71,200	27.28	75,000	1.15
	31.03.2017			-	-	75,000	1.15
2	KISHAN KUMAR JHUNJHUNWALA						
	01.04.2016			2,49,600	3.84	-	-
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2017			-	-	2,49,600	3.84
3	RADHASOAMI SECURITIES PRIVATE LIMITED						
	25.11.2016- Entered Top Ten			6,00,000	9.24	6,00,000	9.24
	Less	10.02.2017	Sales	2,50,000	3.85	3,50,000	5.39
	Less	17.02.2017	Sales	2,50,000	3.85	1,00,000	1.54
	31.03.2017			-	-	1,00,000	1.54
4	CAREWELL CONSULTANTS PRIVATE LIMITED						
	01.04.2016			90,000	1.39	-	-
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2017			-	-	90,000	1.39
5	N M JHUNJHUNWALA HUF						
	01.04.2016			45,000	0.69	-	-
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	31.03.2017			-	-	45,000	0.69



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
6	NATHMALJHUNJHUNWALA				
	01.04.2016	45,000	0.69	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	45,000	0.69
7	B P JHUNJHUNWALA HUF				
	01.04.2016	30,000	0.46	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	30,000	0.46
8	K KJHUNJHUNWALA HUF				
	01.04.2016	5,400	0.08	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	5,400	0.08
9	Sulochana Devi Jhunjunwala				
	01.04.2016	5,400	0.08	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	5,400	0.08

* M/s. S K B Finance Limited along with M/s. Nilambar Dealers Privat Limited and M/s. Shubham Communication Limited has merged with M/s. Anurodh Merchandise Private Limited vide Merger Order issued by High Court, Calcutta dated 28th June, 2016, wherein the appointed date for the Merger is 1st April, 2015.

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				
	01.04.2016	5,10,000	7.86	5,10,000	7.86
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	5,10,000	7.86
2	SUBH LABH SHARE BROKERS PRIVATE LIMITED				
	01.04.2016	4,13,900	6.37	-	-
	Less 04.11.2016 Sales	3,23,900	4.98	90,000	1.39
	31.03.2017	-	-	90,000	1.39
3	RUBY TRADERS & EXPORTERS LIMITED				
	01.04.2016	1,80,000	2.77	-	-
	Less 17.06.2016 Sales	1,80,000	2.77	-	-
	Exited top Ten on 17.06.2016				
4	RUHI JHUNJHUNWALA				
	01.04.2016	1,65,000	2.54	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2017	-	-	1,65,000	2.54
5	SUMIT GOYAL				
	01.04.2016	1,20,000	1.85	-	-
	Less 31.03.2017 Market Sales	20,000	0.31	1,00,000	1.54
	31.03.2017	-	-	1,00,000	1.54
6	GUINNESS SECURITIES LIMITED				
	01.04.2016	1,00,000	1.54	-	-
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	31.03.2017	-	-	1,00,000	1.54



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
7	MEENAKSHI ENTERPRISES LIMITED						
	01.04.2016			90,000	1.38	-	-
	Add	17.06.2016	Purchase	1,80,000	2.77	2,70,000	4.15
	31.03.2017			-	-	2,70,000	4.15
8	MAYANK JHUNJHUNWALA						
	01.04.2016			79,500	1.22	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2017			-	-	79,500	1.22
9	ROHIT JHUNJHUNWALA						
	01.04.2016			75,000	1.16	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	10.02.2016- Exited Top Ten			-	-	75,000	1.16
10	MALA JHUNJHUNWALA						
	01.04.2016			66,000	1.02	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	Exited Top Ten on 04.11.2016			-	-	66,000	1.02
11	ONESOURCE IDEAS PRIVATE IMITED						
	04.11.2016- Entered Top Ten			60,000	0.92	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	Exited Top Ten on 04.11.2016			-	-	60,000	0.92
12	SKYED NETWORK PRIVATE LIMITED						
	04.11.2016- Entered Top Ten			60,000	0.92	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	Exited Top Ten on 04.11.2016			-	-	60,000	0.92
13	TIRUPATI FIN-LEASE LIMITED						
	04.11.2016- Entered Top Ten			60,000	0.92	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	Exited Top Ten on 04.11.2016			-	-	60,000	0.92
14	LOVELY VINCOM PRIVATE LIMITED						
	04.11.2016- Entered Top Ten			3,23,900	4.99	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	Exited Top Ten on 04.11.2016			-	-	3,23,900	4.99
15	JAIGURU MERCHANDISE PRIVATE LIMITED						
	10.02.2017- Entered Top Ten			2,80,000	4.31	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2017			-	-	2,80,000	4.31
16	AMBE PROJECTS LIMITED						
	17.02.2017- Entered Top Ten			2,50,000	3.85	-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-	-	-
	31.03.2017			-	-	2,50,000	3.85

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	-	-
	Date wise Increase / Decrease in Shareholding during the year.	-	-	-	-
	31.03.2016	-	-	15,000	0.23
2	FAYAZ USMAN FAHEED - MANAGING DIRECTOR				
	01.04.2016	2,00,000	3.08	-	-
	Add 23.11.2016 Purchase via SPA	17,71,200	27.28	19,71,200	30.36
	31.03.2017	-	-	19,71,200	30.36

V. INDEBTEDNESS:

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	In Lakhs
				Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	0.46	559.82	-	560.28
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.46	559.82	-	560.28
Change in Indebtedness during the financial year				
➤ Addition	153.38	235.74	-	389.12
➤ Reduction	13.31	-	-	13.31
Net Change	140.07	235.74	-	375.81
Indebtedness at the End of the financial year				
i. Principal Amount	140.53	795.56	-	936.09
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	140.53	795.56	-	936.09

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(In Lakhs)

Sl.No.	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount Rs.
		FAYAZ USMAN FAHEED	
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:

(In Lakhs)

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

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

(In Lakhs)

(in Lakhs)							
Sl. No.	Particulars of Remuneration	Key Managerial Personnel					Total
		CEO	CS		CFO		
			NARMATA JAIN	VARSHA AGARWAL	PADMANABHAN	HEMALATHA	
1	Gross salary						
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1.50	0.60	1.30	4.52	7.92
	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	-	1.50	0.60	1.30	4.52	7.92

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(In Lakhs)

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

By Order of the Board of Directors
For ONESOURCE TECHMEDIA LIMITED

Date: 24.08.2017
Place: Chennai

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director



INDEPENDENT AUDITOR'S REPORT

To the Members of 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 2017, and the statement of profit and loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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 qualified audit opinion on the financial statements.

**Opinion**

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

- a) In case of balance sheet, of the state of affairs of the Company as at 31st March 2017; and
- b) In case of Statement of profit & Loss, of the profit of the company of the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and 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; and
 - e. On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact financials position.
 - ii. The company does not have any long-term contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its Financial statements as to holdings as well as dealings in specified Bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the company.

For and on behalf of
K D M AND CO
Chartered Accountants,
Firm Registration No: 013630S

Sd/-
Dharmaraj P
Partner
Membership No. 224216

Date: May 30, 2017
Place: Chennai

**Annexure A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2017, we report that:

- (i) In respect of the fixed assets of the Company
 - a. The company have maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. The fixed assets were physically verified during the year by the Management at reasonable intervals; According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of the Inventories of the Company
 - a. The inventories have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable.
 - b. In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. In our opinion, the Company has maintained proper records of inventory. The discrepancies between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.
- (v) No deposits have been accepted by the Company within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and Rules framed there under.
- (vi) 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.
- (vii) According to the information and explanations given to us, in respect of statutory dues of the Company;
 - a. The company is regular in depositing undisputed statutory dues including Income-tax, Value Added Tax, Custom duty and any other material statutory dues *except for the dues in respect of Service tax*, as may applicable with the appropriate authorities. The extent of *arrears of statutory dues outstanding* as at Balance Sheet date, for a period *exceeding six months* from the date they became payable are Rs.2,78,161/- relating to Service Tax.
 - b. According to the information and explanations given to us and according to the records of the Company, there are no dues of sales tax, income tax, customs, wealth tax, excise duty, service tax, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, which have not been deposited on account of any dispute.
 - c. There is no amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) The Company has not defaulted in repayment of loans or borrowings to financial institutions, banks and dues to debenture holders during the year. The Company has not taken any loans or borrowings from Government during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year or in the recent past. Based on the information



- and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
 - (xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
 - (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company
 - (xiii) According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by applicable accounting standards.
 - (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year
 - (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
 - (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For and on behalf of
K D M AND CO
Chartered Accountants,
Firm Registration No: 013630S**

**Sd/-
Dharmaraj P
Partner
Membership No. 224216**

**Date: May 30, 2017
Place: Chennai**



Annexure - B to the Independent Auditors' Report – March 31, 2017
(Referred to in our report of even date)

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

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

Managements' Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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.
4. 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.
5. 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

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies



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

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. 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

8. In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of
K D M AND CO
Chartered Accountants,
Firm Registration No: 013630S**

**Sd/-
Dharmaraj P
Partner
Membership No. 224216**

**Date: May 30, 2017
Place: Chennai**



BALANCE SHEET AS AT 31ST MARCH 2017

PARTICULARS	Note No.	31.03.2017	31.03.2016
		Rs. In lacs	Rs. In lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	649.25	649.25
Reserves and Surplus	3	233.29	220.78
		882.54	870.03
NON-CURRENT LIABILITIES			
Long Term Borrowings	4	936.09	560.28
Deferred tax Liability	5	1.37	1.37
Other Long Term Borrowings	6	338.00	120.50
		1275.46	682.15
CURRENT LIABILITIES			
Trade Payables	7	56.52	9.62
Other Current Liabilities	8	-	9.82
Short-Term Provision	9	19.41	-
		75.93	19.44
TOTAL		2233.93	1571.62
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	10	1253.19	547.97
Non-Current Investments	11	394.18	359.38
Long Term Loans & Advances	12	103.96	103.97
Other Non-Current Assets	13	26.48	30.56
		1777.81	1041.88
CURRENT ASSETS			
Inventories	14	51.23	1.64
Trade Receivables	15	84.61	43.45
Cash & Cash Equivalents	16	15.69	12.65
Short Term Loans & Advances	17	293.34	466.82
Other Current Assets	18	11.25	5.18
		456.12	529.74
TOTAL		2233.93	1571.62
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

FOR K D M & CO

Chartered Accountants

FRN: 013630S

FOR AND ON BEHALF OF THE BOARD

Sd/-
DHARMARAJ P
Partner
M. No : 224216

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
VARSHA AGARWAL
Company Secretary

Sd/-
K.HEMALATHA
Chief Financial Officer

Place : Chennai
Date : May 30, 2017

Place : Chennai
Date : May 30, 2017


STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2017

PARTICULARS	Note No.	31.03.2017	31.03.2016
		Rs. In lacs	Rs. In Lacs
INCOME			
Revenue From Operations	19	393.43	104.97
Other Income	20	28.31	39.05
TOTAL INCOME		421.74	144.02
EXPENSES			
Change in Inventory	22	(49.59)	(1.64)
Purchase of Media Contents	21	92.55	3.25
Employee benefit expenses	23	82.91	58.83
Finance Cost	24	5.53	0.68
Other Expenses	26	181.30	65.84
Depreciation	25	96.52	66.58
TOTAL EXPENSES		409.23	193.54
PROFIT BEFORE TAXATION		12.51	(49.52)
Tax Expense			
Current tax		-	-
Deferred Tax Liability/(Assets)		-	1.50
NET PROFIT FOR THE YEAR		12.51	(51.02)
Earnings per equity share:			
Basic and Diluted (Face Value of Rs.10/- each, Previous Year Rs .10/- each)		0.19	(0.79)
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE
FOR K D M & CO
Chartered Accountants
FRN: 013630S
Sd/-
DHARMARAJ P
Partner
M. No : 224216
FOR AND ON BEHALF OF THE BOARD
Sd/-
FAYAZ USMAN FAHEED
(DIN:00252610)
Managing Director
Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director
Sd/-
VARSHA AGARWAL
Company Secretary
Sd/-
K.HEMALATHA
Chief Financial Officer
Place : Chennai
Date : May 30, 2017
Place : Chennai
Date : May 30, 2017



STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2017

PARTICULARS		31.03.2017	31.03.2016
		Rs. In lacs	Rs. In lacs
A.	<u>Cash Flow From Operating Activities</u>		
	Net Profit Before Tax & Extra-Ordinary Items	12.51	(49.52)
	<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
	Interest Income	(27.83)	(38.64)
	Dividend Income	(0.39)	(0.41)
	Profit on Sale of Investment	70.94	0.50
	Interest on Borrowings	5.41	-
	Depreciation	96.52	66.58
	Public Issue Expenses w/off	4.08	4.08
	Bad Debts w/off	0.71	-
	Operating Profit Before Working Capital Changes	161.96	(17.41)
	<i>Adjustments for Working Capital Changes</i>		
	Decrease / (Increase) in Salary Payable	14.68	-
	Decrease / (Increase) in Trade Receivables	(41.16)	(26.70)
	Decrease / (Increase) in Inventories	(49.59)	(1.64)
	Decrease / (Increase) in Short Term Loans & Advances	173.48	(65.30)
	Decrease / (Increase) in Other Current Assets	(6.07)	(0.21)
	(Decrease) / Increase in Trade Payable	46.90	18.53
	(Decrease) / Increase in Other Current Liabilities	(9.82)	-
	(Decrease) / Increase in Short Term Borrowings	217.50	-
	Cash Generated from Operations	507.88	(92.73)
	Taxes Paid During the Year	-	(2.17)
	Net Cash Flow from Operating Activities	507.88	(94.90)
B.	<u>Cash Flow From Investing Activities</u>		
	Net (Purchase)/Sale of Non - Current Investments	(105.75)	(2.50)
	Net (Purchase)/Sale of Fixed Assets	(801.75)	(608.50)
	Interest Received	27.83	38.64
	Dividend Receipts	0.39	0.41
	Other Non Current Assets	4.08	-
	Long Term Loans & Advances	(0.01)	55.25
	Net Cash Flow from Investing Activities	(875.20)	(516.70)
C.	<u>Cash Flow From Financing Activities</u>		
	Interest on Borrowings	(5.42)	-
	Long Term Borrowings	375.81	554.48
	Net Cash Flow from Financing Activities	370.39	554.48
D.	Net Increase /(Decrease) in Cash & Cash Equivalents	3.06	(57.13)
E.	Opening Cash & Cash Equivalents	12.65	69.78
F.	Closing Cash & Cash Equivalents (Note 16)	15.71	12.66
Summary of Significant Accounting Policies		Note 1	

AS PER OUR REPORT OF EVEN DATE

FOR K D M & CO

Chartered Accountants

FRN: 013630S

FOR AND ON BEHALF OF THE BOARD

Sd/-
DHARMARAJ P
Partner
M. No : 224216

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

Sd/-
VARSHA AGARWAL
Company Secretary

Sd/-
K.HEMALATHA
Chief Financial Officer

Place : Chennai
Date : May 30, 2017

Place : Chennai
Date : May 30, 2017

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017****NOTE: 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:****A. Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

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 the financial statements requires management of the Company to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses and disclosures relating to the contingent liabilities and commitments.

Examples of such estimates include provisions for warranty claims, provisions for doubtful debts and advances, provisions for sales incentive and promotional schemes offered to customers, employee benefit plans, useful lives of fixed assets and provisions for impairment.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. The judgments, estimates and underlying assumptions are made with the management's best knowledge of the business environment and are reviewed on an ongoing basis. However, future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

D. Fixed Assets

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets is inclusive of freight, non-refundable duties and taxes, the cost of installation/erection, pre-production expenses including cost of trial runs and other incidental expenses incurred to bring the asset to its present location and condition.

E. Depreciation

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

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

F. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured:

1. Revenue from sale of goods is recognised when the risks and rewards in respect of ownership are transferred to the buyer under the terms of the contract which usually coincide with the dispatch of goods to the customer or when they are unconditionally appropriated under the terms of sale.
2. Revenue from sale of services is recognised to the extent of services performed as per the agreements/arrangements with the customers.

**G. Lease**

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

H. Inventory

Inventories are valued at lower of cost and net realisable value.

In respect of bought-out items, consumables, stores and spares, cost is ascertained on a Cost basis. Cost includes freight, handling charges and non-recoverable taxes and duties.

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. Retirement Benefits

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

K. Borrowing Cost

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/ sale. All other borrowing costs not eligible for inventorisation/ capitalisation are charged to statement of profit and loss.

L. Cash flow statement

Cash flows are reported using the indirect method as set out in AS-3, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

M. Cash and cash equivalents

Cash and cash equivalents comprise of cash-in-hand, demand deposit with banks, other short term highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

N. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

O. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

P. Provisions, Contingent Liabilities and Contingent Assets.

There are no contingent liabilities against the Company.



2. SHARE CAPITAL

Particulars	31.03.2017		31.03.2016	
	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

a) The Reconciliation of number of equity shares outstanding :

Particulars	31.03.2017		31.03.2016	
	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

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

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

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

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

Name of Shareholder	31.03.2017		31.03.2016	
	Number	%	Number	%
M/s. Anurodh Merchandise Private Limited*	NA	NA	18,46,200	28.44
M/s. Radhasoami Securities Private Limited	NA	NA	6,00,000	9.24
M/s. Subhlabh Share Brokers Private Limited	NA	NA	4,13,900	6.38
Mr.Usman Faheed	19,71,200	30.36	NA	NA
M/s. Radhasoami Resources Limited	5,10,000	7.86	5,10,000	7.86

Note: *SKB Finance Limited, Nilambar Dealers Private Limited & Shubham Communication Limited merged with Anurodh Merchandise Private Limited vide Merger Order issued by High Court, Calcutta dated 28.06.2016 with effective date as 01.04.2015

3. RESERVES AND SURPLUS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Securities Premium Account		
Balance as at the Beginning of the year	250.75	250.75
Add : Profit/(Loss) during the year	-	-
Balance as at the End of the year	250.75	250.75
Surplus/ (Deficit) in Profit & Loss Account		
Opening balance	(29.97)	20.49
Add: Net Profit for the year	12.51	(51.02)
Add: Adjustments during the year	-	0.56
Closing Balance	(17.46)	(29.97)
Total	233.29	220.78



4. LONG TERM BORROWINGS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Secured*		
Term Loans	140.53	0.46
Loans & Advances from Related Parties	795.56	559.82
Total	936.09	560.28

* Nature of Security: Secured by way of hypothecation of vehicles. There is no default in repayment of the loans and interest thereon.

5. DEFERRED TAX

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs.
Deferred Tax Liability on account of Depreciation	1.37	1.37
Total	1.37	1.37

6. OTHER LONG TERM BORROWINGS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Unsecured Loans		
Deposits Received	338.00	120.50
Total	338.00	120.50

7. TRADE PAYABLES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Sundry Creditors	56.52	8.70
Audit Fees Payable	-	0.92
Total	56.52	9.62

8. OTHER CURRENT LIABILITIES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Other Current Liabilities	-	9.82
Total	-	9.82

9. SHORT TERM PROVISIONS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Provision for Employee Benefits	14.68	-
Other Provisions:		
Statutory Dues	4.73	-
Total	19.41	-



10. FIXED ASSETS

Tangible assets	GROSS BLOCK				DEPRECIATION			NET VALUE	
	As at 1st April 2016	Addition	Sale / Adjustment	As at 31st March 2017	As at 1st April 2017	For the year	As at 31st March 2017	As at 31st March 2017	As at 31st March 2016
Motor Car	11.48	171.84	-	183.32	8.71	17.28	25.99	157.33	2.77
Computer	10.46	36.60	-	47.06	4.10	12.90	17.00	30.05	6.36
Plant & Machinery	590.28	557.54	-	1,147.82	58.08	58.90	116.98	1,030.84	532.20
Electric Equipment	1.24	1.51	-	2.75	0.48	0.51	0.99	1.76	0.76
Motor Cycle	1.43	-	-	1.43	0.47	0.25	0.72	0.71	0.96
Furniture & Fittings	-	34.26	-	34.26	-	4.73	4.73	29.53	-
Total	614.89	801.75	-	1,416.64	71.84	94.58	166.42	1,250.22	543.05
Previous Year	13.74	601.15	-	614.89	6.05	64.15	70.20	543.06	6.05

Intangible assets	GROSS BLOCK				DEPRECIATION			NET VALUE	
	As at 1st April 2016	Addition	Sale / Adjustment	As at 31st March 2017	As at 1st April 2017	For the year	As at 31st March 2017	As at 31st March 2017	As at 31st March 2016
Computer Software	7.35	-	-	7.35	2.43	1.94	4.37	2.98	4.92
Total	7.35	-	-	7.35	2.43	1.94	4.37	2.98	4.92
Previous Year	-	7.35	-	7.35	-	2.43	2.43	-	4.92

11. NON-CURRENT INVESTMENTS

Particulars	Number of Shares	Face Value	31.03.2017	31.03.2016
			Rs. In Lacs	Rs. In Lacs
Quoted Equity Shares (Fully Paid-Up)				
Ambe Projects Limited	22,856	10	2.29	-
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
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
Unisys Softwares & Industries Limited	5,650	10	-	12.22
Ruby Traders & Exporters Limited	100	10	-	0.01
Un-Quoted Equity Shares (Fully Paid-Up)				
Ferromet Steels Private Limited	6,000	100	-	6.00
Nochi Industries Private Limited	4,10,000	10	-	41.00
Anurodh Merchandise Private Limited	16,000	-	27.20	-
Subhlabh Share Brokers Private Limited	1,50,000	10	-	10.50
Sigma Pvt Ltd	74,999	10	-	7.50
Aradhana Impex Private Limited	54,960	100	54.96	-
Compass Distributors Private Limited	3,000	98	29.50	-
JMD Sounds Limited	1,28,560	150	192.84	-
Prince Tradecom Limited	73,000	73	73.00	-
Total			394.18	359.38
Aggregate Value of the Quoted Investments			16.68	294.38
Aggregate Value of the Un-Quoted Investments			377.50	65.00
Market Value of Quoted Investments			12.04	157.54
Provision for Diminution in the Value of Investments			-	-

12. LONG TERM LOANS & ADVANCES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Unsecured, Considered Good		
Others	103.96	103.97
Total	103.96	103.97

13. OTHER NON CURRENT ASSETS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	26.48	30.56
Total	26.48	30.56



14. INVENTORIES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Projectors	50.28	-
Stores and Spares	0.95	1.64
Total	51.23	1.64

15. TRADE RECEIVABLES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Unsecured, Considered good		
- Over Six Months	-	-
- Within Six Months	84.61	43.45
Total	84.61	43.45

16. CASH AND CASH EQUIVALENTS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Balances with Scheduled Banks	14.09	11.91
Cash and Cash Equivalents	1.60	0.74
Total	15.69	12.65

DETAILS OF SPECIFIED BANK NOTES (SBN) HELD AND TRANSACTED DURING THE PERIOD 08/11/2016 TO 30/12/2016:

Particulars	Specified Bank Notes(SBN)* Rs. In Lacs	Other Denomination Notes Rs. In Lacs	Total
Cash Balance as on 08-11-2016	21.21	1.60	22.80
Add: Permitted Receipts	-	3.70	3.70
Less: Permitted Payments	-	4.26	4.26
Less: Amount deposited in bank	21.21	0.12	21.33
Cash Balance as on 31-12-2016	-	0.91	0.91

* The term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

17. SHORT TERM LOANS & ADVANCES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Unsecured, Considered good		
Other Advances	191.60	268.50
Recoverable in Cash or Kind or value to be considered		
Media Advances	1.51	5.59
TDS Receivable	2.36	6.32
Input Service Tax	93.62	57.53
Interest Receivable on Loans	-	17.65
Other Advances	4.25	111.23
Total	293.34	466.82


18. OTHER CURRENT ASSETS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Public Issue Expenses	4.08	4.08
TDS Receivable	7.17	1.10
Total	11.25	5.18

19. REVENUE FROM OPERATIONS

Particulars	31.03.2017	31.03.2016
	Rs.	Rs.
Sale of Media Contents	-	1.61
Media & Event Management	393.43	103.36
Total	393.43	104.97

20. OTHER INCOME

Particulars	31.03.2017	31.03.2016
	Rs.	Rs.
Interest Income	27.83	38.64
Dividend Income	0.39	0.41
Profit/(Loss) on Sale of Investments	-	(0.50)
Other income	0.09	0.51
Total	28.31	39.06

21. PURCHASES OF STOCK IN TRADE

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Purchase of Media Contents	-	3.25
Lamps purchase	2.65	-
Projectors purchase	81.77	-
Spares and consumables	8.14	-
Total	92.55	3.25

22. CHANGES IN INVENTORIES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Inventories at the end of the year		
- Stock In Trade	(51.23)	(1.64)
Inventories at the end of the year		
- Stock In Trade	1.64	-
Total	(49.59)	(1.64)

23. EMPLOYEES BENEFITS

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Salaries & Wages	75.83	51.64
Director's Remuneration	6.00	6.00
Workmen and Staff Welfare Expenses	1.08	1.19
Total	82.91	58.83

24. FINANCE COST

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Interest on Term Loan	5.53	0.05
Interest on Overdraft	-	0.62
Interest on TDS	-	0.01
Total	5.53	0.68


25. DEPRECIATION AND AMORTISATION

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Depreciation on Tangible Assets	94.58	64.15
Depreciation on Intangible Assets	1.94	2.43
Total	96.52	66.58

26. OTHER EXPENSES

Particulars	31.03.2017	31.03.2016
	Rs. In Lacs	Rs. In Lacs
Advertisement & Publicity	0.71	0.71
Payment to Auditor		
Statutory Audit Fees	1.60	0.60
Tax Audit Fees	0.40	0.20
Internal Audit Fees	1.10	0.20
Secretarial Audit Fees	1.80	0.50
Bank Charges	0.17	0.14
Bad Debt Written Off	0.71	20.38
Business Promotion Expenses	-	0.57
Conveyance Expenses	4.99	1.25
Courier & Postage	0.37	0.13
DCP Mastering Charges	-	1.20
Discounts & Sundry Balances written off	3.70	0.73
Electricity Expenses	0.09	0.31
Filing Fees	0.61	0.15
Freight & Forwarding Chrges	4.51	3.80
General Expenses	0.36	0.98
Listing Fees	-	0.28
Marketing Making-Fees	-	1.37
NSDL & CDSL Charges	-	0.52
Office Rent	50.29	3.40
Printing & Stationery	1.32	0.72
Loss on sale of Shares	70.94	-
Legal & Professional Fees	4.49	11.30
Public Issue Expenses	4.08	4.08
Repairs & Maintenance	3.62	1.35
Renewal & Subscription Expenses	2.00	0.11
RTA Expenses	0.10	-
Telephone Charges	3.06	1.97
Transaction Charges	0.04	0.01
Travelling & Boarding Charges	13.56	7.95
Vehicle Maintenance & Insurance	0.13	-
Website Expenses	1.18	0.93
Miscellaneous expenses	1.58	-
Rates and taxes	3.80	-
Total	181.30	65.84

27 Additional Information to the Financial Statement for the year ended 31st March 2017

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


c) **VALUE ON IMPORTS CALCULATED ON CIF BASIS**

Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
Raw Materials	79.49	-
Capital Goods	489.04	588.98

d) **RELATED PARTY TRANSACTIONS**

Description of Relationship	Related Parties
Common Directorship	Saraa Media Works Private Limited
Key Managerial Personnel	Fayaz Usman Faheed

Note: Related Parties have been identified by the Management

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

Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
Saraa Media Works Private Limited		
Outstanding balance (Net)	73.08	73.08
Fayaz Usman Faheed		
Outstanding balance (Net)	(795.44)	(559.20)

e) **EARNINGS PER SHARE**

Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
Net profit / (loss) for the year	12.51	(51.02)
Weighted average number of equity shares	64.92	64.92
Par value per share	10	10
Earnings per share (EPS)	0.19	(0.79)

f) **AUDITOR'S REMUNERATION**

Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
Towards Audit	1.60	0.60
Towards Tax Audit	0.40	0.20
Total	2.00	0.80

g) **RETIREMENT BENEFITS**

The Company has not instituted or contributed any sum towards gratuity fund but have made provision in respect of present value of future payments.

h) 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.

i) Previous Year Figures have been regrouped and rearranged wherever necessary, to conform to current period's classification.

j) Details of Loans as per Section 186 of Companies Act, 2013:

Particulars	Amount (Rs. In Lacs)	Purpose of Loan
Abhijeet Hoda (Huf)	6.22	Working Capital Loan
Awesome Builders Private Limited	34.32	Working Capital Loan
Manjari Newar	3.00	Working Capital Loan
Sea Bird Transport	33.24	Working Capital Loan
Shriniwasa Roadways Private Limited	50.00	Working Capital Loan
Sidharth Merchandile Private Limited	45.00	Working Capital Loan
Tarushree Hoda	0.98	Working Capital Loan
Vandana Sankhala	11.50	Working Capital Loan
Vijay Enterprises	0.63	Working Capital Loan



- k) **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

- l) **IPO PROCEEDS AND NET PROCEEDS**

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

- m) **UTILISATION OF THE NET PROCEEDS**

Particulars	Amount (Rs. In Lacs) (16-17)	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	(35.00)	25.00	-	55.00
Investment in Shares	-	5.00	-	7.50
Advance against share purchase	(70.00)	70.00	-	-
Balances in Current Accounts	-	-	(1.12)	1.12
Incurred in Media Activities	105.00	-	1.12	-

AS PER OUR REPORT OF EVEN DATE
FOR K D M & CO

Chartered Accountants
FRN: 013630S

Sd/-
DHARMARAJ P
Partner
M. No : 224216

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

Sd/-
SAMIA FAHEED
(DIN: 02967081)
Director

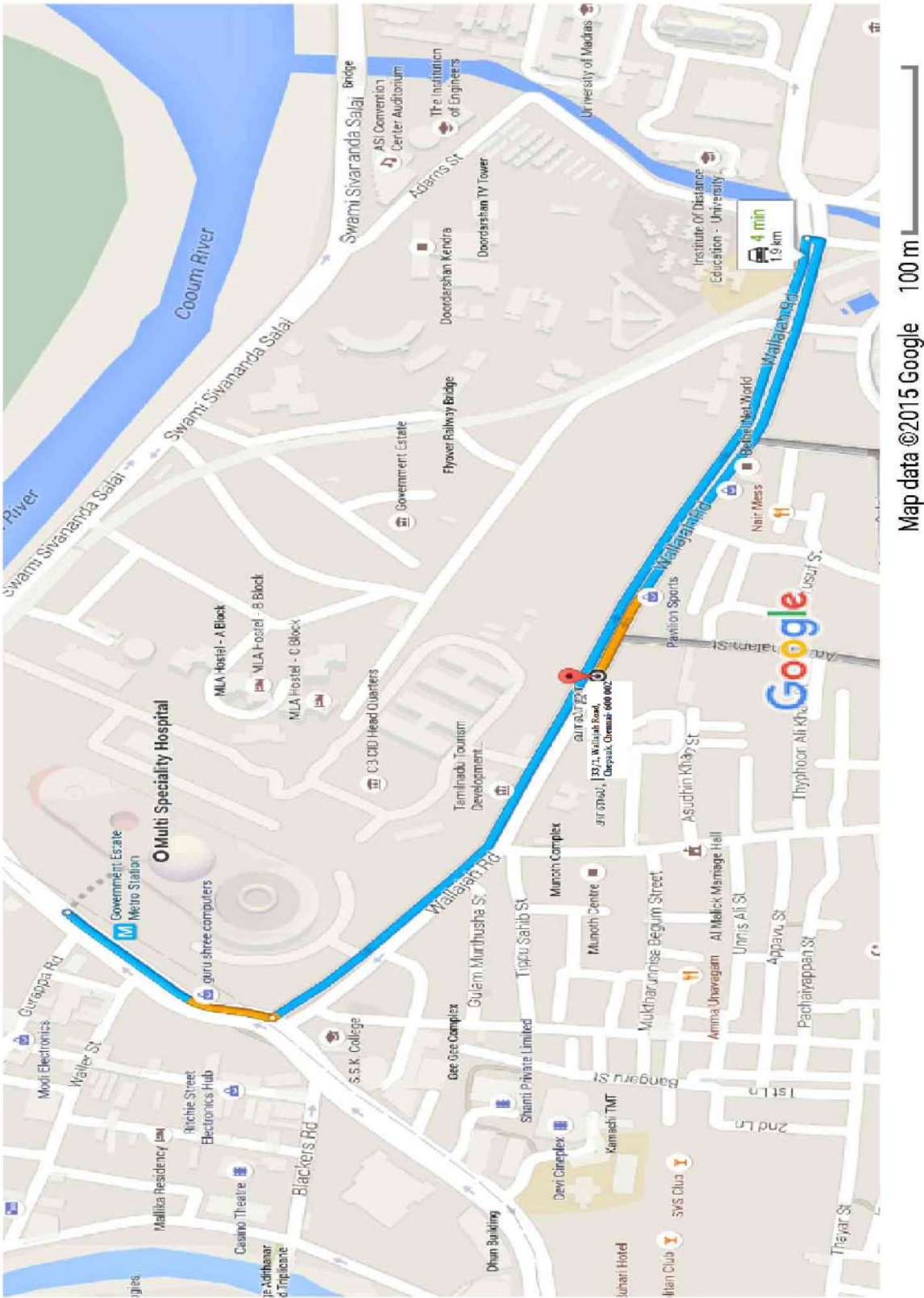
Sd/-
VARSHA AGARWAL
Company Secretary

Sd/-
K.HEMALATHA
Chief Financial Officer

Place : Chennai
Date : May 30, 2017

Place : Chennai
Date : May 30, 2017

ROUTE MAP TO THE VENUE OF THE AGM





Onesource Techmedia Limited

CIN : U72900TN2008PLC067982

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

(T) (91)- 044-28545858; 28545757 | Web: www.onesourcetechmedia.com | Email: onesourcetechmedialtd@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

**09TH ANNUAL GENERAL MEETING ON TUESDAY, 26TH DAY OF SEPTEMBER, 2017 AT 11.30 A.M
at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002**

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

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

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

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



Onesource Techmedia Limited

CIN : U72900TN2008PLC067982

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

(T) (91)- 044-28545858; 28545757 | Web: www.onesourcetechmedia.com | Email: onesourcetechmedialtd@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 09th Annual General Meeting of the Company to be held on Tuesday, 26th day of September, 2017 at 11.30 A.M at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

- Adoption of Financial Statements,
- Re-appointment of Mrs. Samia Faheed, Retirement by Rotation,
- Appointment of Auditors,

Special Business:

- Granting of Borrowing Powers under Section 180(1) (c) of Companies Act, 2013
- Granting of Powers to create Charge on Company's Properties under Section 180(1) (a) of Companies Act, 2013

Signed this _____ day of _____ 2017

Signature of
shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

- 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.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.

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If undelivered Return to:

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