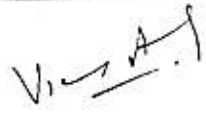





Form A

**Format for covering letter for the Annual Report to be filed with the Stock Exchanges
(Pursuant to Clause 31(a) of the Listing Agreement)**

Sl. No.	Particulars	Details
1.	Name of the Company	Onesource Techmedia Limited
2.	Annual Financial Statements for the year ended	31st March 2014
3.	Type of Audit Observation	No Qualification of matter of emphasis has been included in the Audit Report
4.	Frequency of Observation	Not Applicable in view of Comments in (3) above
5.	To be signed by :	<p align="center">  VINAY ANAND Executive Director </p>
		<p align="center">  BASKARAN SATHYA PRAKASH Audit Committee Chairman </p>
		<p>Refer our Audit Report dated 27th May, 2014 on the Standalone Financial Statements of the Company</p> <p>For N. Kanodia & Co. Chartered Accountants FRN: 327668E</p> <p align="center">   </p> <p>Nikunj Kanodia Proprietor Membership No. : 069995 Place: Chennai Date: May 27, 2014</p>



Onesource Techmedia Limited

Sixth Annual Report

2013-2014

CIN : U72900TN2008PLC067982

- Board of Directors** : **Mr. VINAY ANAND**
(Executive Director)
DIN: 06658340
Mr. BASKARAN SATHYA PRAKASH
(Independent Director)
DIN: 01786634
MR. STANLEY GILBERT FELIX MELKHASINGH
(Independent Director)
DIN: 01676020
- Compliance Officer** : **Mr. VINAY ANAND**
(Executive Director)
- Registered Office** : Sindur Pantheon Plaza, 4th Floor,
346 Patheon Road,
Egmore Chennai – 600 008
Tamil Nadu
(T) (91)- 044-43555227
(F) (91) -044-42134333
Web: www.onesourcetechnmedia.com
Email: onesourcetechnmedialtd@gmail.com
- Auditor** : **M/s. N. Kanodia & Co.,**
Chartered Accountants
43, Dobson Road,
Howrah – 711 101
- Registrar and Transfer Agent** : **M/s. Purva Sharegistry (India) Pvt. Ltd.**
No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email: purvashr@mtnl.net.in
- Bankers** : **HDFC Bank**
Kaithotta House, New No. 5,
Sait Colony First Street,
Chennai – 600 008
- VIJAYA BANK**
No. 123, Durga Towers,
R L Road, Egmore,
Chennai – 600 008



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NOTICE

Notice is hereby given that 6th Annual General Meeting of the members of ONESOURCE TECHMEDIA LIMITED, will be held on Friday, 29th day of August, 2014 at 11.00 A.M. at the registered office of the Company to transact the following Businesses:

Ordinary Business:

Item 1: ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31st March, 2014, including audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Item 2: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, M/s. N.Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E) the retiring auditor of the Company be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Tenth Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of its appointment at every AGM), at such 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. 3: APPOINTMENT OF MR. S.G.F MELKHASINGH AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 along with Clause 49 of the Listing Agreement, Mr. Stanley Gilbert Felix Melkhasingh (DIN 01676020), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 31st March 2019;

RESOLVED FURTHER THAT Board be and is hereby authorises to do all acts and take all such steps as may be necessary , proper or expedient to give effect to this resolution.”



Item No. 4: APPOINTMENT OF MR. BASKARAN SATHYA PRAKASH AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 along with Clause 49 of the Listing Agreement, Mr. Baskaran Sathya Prakash (DIN 01786634), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 31st March 2019;

RESOLVED FURTHER THAT Board be and is hereby authorises to do all acts and take all such steps as may be necessary , proper or expedient to give effect to this resolution.”

Item No. 5: APPOINTMENT OF MR. VINAY ANAND AS EXECUTIVE DIRECTOR FOR A PERIOD FROM 20TH JANUARY, 2014 TO 19TH JANUARY, 2017:

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

“RESOLVED THAT Mr. Vinay Anand (DIN: 06658340), who was appointed as an Additional Director by the Board of Directors at their meeting held on 20th January, 2014 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its approval to the appointment Mr. Vinay Anand as **Executive Director** of the company for a period from 20th January, 2014 to 19th January, 2017 without any remuneration by whatever name called;

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

RESOLVED FURTHER THAT Board be and is hereby authorises to do all acts and take all such steps as may be necessary , proper or expedient to give effect to this resolution.”

**Item No. 6: 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 Rs.25,00,00,000 (Rupees Twenty Five 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. 7: 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 excises the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Item No. 8: GRANTING OF POWERS TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY UNDER SECTION 186 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** pursuant to Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 2013 (including any statutory modification or re-enactment thereof), if any, the 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) of the Company, to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore only) as detailed in the attached explanatory statement, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 372A of Companies Act 1956/ Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company.;

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 excises the power under this



resolution, be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

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

**Sd/-
VINAY ANAND
Executive Director**

Date : 28th July, 2014

Place : Chennai

IMPORTANT NOTES:

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

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.

Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23rd August, 2014 to Friday 29th August 2014 (both days inclusive), for the purpose of Annual General Meeting.
4. 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.



5. 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.
6. 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.
7. Details under Clause 52 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the 6th Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the 6th Annual Report for 2014 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the 6th Annual Report will also be available on the Company's website <http://www.onesourcetechmedia.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: onesourcetechmedialtd@gmail.com.
11. 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.
12. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2014.

13. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 6th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

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

13.1. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com



- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

13.2. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23rd August, 2014 (9.00 AM. IST) and ends on 25th August, 2014 (6.00 PM. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

14. Voting through Postal Ballot Forms:

In compliance with provision of listing agreement and for obtaining enhanced participations from the Share Holders of the Company, the company will provide its members facility to exercise their right to vote in the 6th Annual General Meeting (AGM) by Postal Ballot Means.

Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Vishal Kumar Garg, a Proprietor of M/s. Vish Garg & Associates, Company Secretaries, at the Registered Office of the Company not later than 25th August, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to onesourcetechnicaltd@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 25th August, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

15. **A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid**

**16. Scrutiny of the Voting Process:**

- 16.1. The Board of directors has appointed **Mr. Vishal Kumar Garg, Proprietor of M/s. Vishal Garg & Associates, Company Secretaries**, as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- 16.2. The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the meeting.
- 16.3. The results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- 16.4. The Results declared along with the Scrutinizer's report(s) will be available on the website of the Company within 2 days of passing of the resolutions.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Mr. Stanley Gilbert Felix Melkhasingh is a Non-Executive (Independent Director) of the Company, He joined the Board of Directors on 09th January, 2012. He is the Chairman of both the "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee" and a member of the "Audit Committee", of the Board of Directors of our Company. Mr. Stanley Gilbert Felix Melkhasingh retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Stanley Gilbert Felix Melkhasingh being eligible and seeks re-appointment/appointment as an Independent Director for a term of five years.

Mr. Stanley Gilbert Felix Melkhasingh, aged 47 years, is a commerce graduate and has also done Diploma in Engineering. He has more than 2 decades of experience in the field of sales, marketing and Finance of consumer durables etc. He has experience in development of retail network across India and Middle East. He has recently in past has acquired control of a Non-Banking Financial Company. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Anurodh Merchandise Private Limited	17/03/2008	Director
2	Meenakshi Enterprises Limited	23/09/2013	Managing Director

Details of his membership/chairmanships in Committees of Board other than that of our Company;

Sr. No.	Name of the Company	Name of the Committee	Designation
1	Meenakshi Enterprises Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member



Mr. Stanley Gilbert Felix Melkhasingh hold 3,000 Equity Shares and M/s. Meenakshi Enterprises Limited holds 90,000 Equity Shares in M/s. Onesource Techmedia Limited

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Stanley Gilbert Felix Melkhasingh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

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

The Company has received from Mr. Stanley Gilbert Felix Melkhasingh

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

The Resolution seeks the approval of members for the appointment of Mr. Stanley Gilbert Felix Melkhasingh as an Independent Director of the Company up to 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Stanley Gilbert Felix Melkhasingh, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Stanley Gilbert Felix Melkhasingh as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

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

This Explanatory statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

No director, key managerial personnel or their relatives, except Mr. Stanley Gilbert Felix Melkhasingh, to whom the resolution relates, is interested or concerned in the resolution.

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

**Item No. 4:**

Mr. Baskaran Sathya Prakash, is a Non-Executive (Independent Director) of the Company, He has been associated with the Company as a Director since the inception of the Company. He is the Chairman of the "Audit Committee" and a member in both the "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee", of the Board of Directors of our Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Baskaran Sathya Prakash being eligible and seeks appointment as an Independent Director for a term of five years.

Mr. Baskaran Sathya Prakash, aged 37 years is an Independent Director of our Company. He holds masters degree in business administration. He has more than a decade of experience in the field of information technology and media related activities including implementation of ERP solutions and project management. He has worked at various senior capacities with large software & media houses and has been responsible for devising and implementing marketing, operational and growth strategies for corporate. His contribution to the growth of the Company is incomparable.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Alpine Flower Company Private Limited	27/05/2008	Director
2	Saraa Mediaworks Private Limited	29/09/2009	Director
3	SagarOnsys Institute of Gaming Multimedia and Animation Private Limited	03/04/2012	Director
4	Revpl Aagro Research Private Limited	13/05/2013	Director

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

Mr. Baskaran Sathya Prakash hold 15,000 Equity Shares in M/s. Onesource Techmedia Limited.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Baskaran Sathya Prakash for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

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

The Company has received from Mr. Baskaran Sathya Prakash

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



The Resolution seeks the approval of members for the appointment of Mr. Baskaran Sathya Prakash as an Independent Director of the Company up to 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Baskaran Sathya Prakash, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Baskaran Sathya Prakash as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

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

This Explanatory statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

No director, key managerial personnel or their relatives, except Mr. Baskaran Sathya Prakash, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No. 5:

The Board of Directors of the Company at its Meeting held on 20th January, 2014 appointed Mr. Vinay Anand as an Additional Director and Executive Director of the Company for a period from 20th January, 2014 to 19th January, 2017 without any remuneration by whatever name called who shall not be liable to retire by rotation, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The appointment of Mr. Vinay Anand as an Additional Director and Executive Director was recommended by "Nomination and Remuneration Committee" at its meeting held on 11th January, 2014.

Further it is brought forward that the "Nomination and Remuneration Committee" at its meeting held on 28th July, 2014 recommended that in accordance with the various provisions of the Section 152 of the Companies Act, 2013, the terms of the appointment of Mr. Vinay Anand be changed to "liable to retire by rotation".

The Board of Directors of the Company at its Meeting held on 28th July, 2014 changed the terms of his appointed as "liable to retire by rotation" subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

Mr. Vinay Anand is the Member of all the three Committees of the Board, namely; "Audit Committee", "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee".

Mr. Vinay Anand, aged 42 years is the Executive Director of our Company. He holds Degree in Visual Communication. He has more than a two decade of experience in the field of information technology and media related activities, event management and project management. The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above Mr. Vinay Anand will be able to guide and take the Company's business to next level of heights.



He does not hold Directorships in any companies other than that of our Company;

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

Mr. Vinay Anand does not hold any Equity Shares in M/s. Onesource Techmedia Limited

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Vinay Anand for the office of Director and Executive Director.

The Company has received from Mr. Vinay Anand

- (iv) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (v) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and

The Resolution seeks the approval of members for the appointment of Mr. Vinay Anand as the Executive Director of the Company for a period from 20th January, 2014 to 19th January, 2017 under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), without any remuneration by whatever name called and liable to retire by rotation.

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

This Explanatory statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

No director, key managerial personnel or their relatives, except Mr. Vinay Anand, to whom the resolution relates, is interested or concerned in the resolution.

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

Item No. 6 & 7:

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.6 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. Approval of members is being sought to borrow money upto 25 Crores (Rupee Twenty Five Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company.

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 read with Section 293(1)(a) of the Companies Act, 1956.

The resolutions contained in Item No. 6 & 7 of the accompanying Notice, accordingly, seek 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. 6 and 7.

The Board recommends the resolution set forth in Item No. 6 and 7 for the approval of the Members as special resolution.

Item No. 8:

These investments, loans, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates.

As per Companies Act 2013 a Company can give a loan to bodies corporate or give any guarantees or make investments in the securities of any other body corporate with the approval of the Board of Directors if the same is within the permissible limit of either 100% of free reserves or 60% of the paid up share capital and free reserves. Inter-corporate loans and investments can be made above the aforesaid limits if the Company has prior approval from its members by a Special resolution. Board of Directors of your company if of the view that in the betterment of the Company's future and growth prospective, passing of a resolution under Section 186 of the Companies Act, 2013 is the need of the time.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolutions for your approval.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as special resolution.

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

**Sd/-
VINAY ANAND
Executive Director**

**Date : 28th July, 2014
Place : Chennai**



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 6th Annual report and the Company's audited accounts for the financial year ended 31st March, 2014

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March, 2014 is summarised below;

Particulars	Audited Financial Statement for the year ended March 31 st 2014	Audited Financial Statement for the year ended March 31 st 2013
Revenue from Operations	24.22	500.45
Profit Before Tax & Extraordinary Items	20.22	491.76
Provision for Taxation	1.49	2.61
Profit after Tax	2.51	6.07
Profit brought forward from Previous Year	12.50	6.43
Balance carried forward to next year	15.00	12.50

REVIEW OF OPERATIONS:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 6,56,691/- comparing to previous year Rs. 10,44,273/- . The net profit for the year under review has been Rs.2,50,550/- comparing to the previous year net profit Rs. 6,07,416/- Your Directors are continuously looking for avenues for future growth of the Company in Media Industry.

DIVIDEND:

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

FIXED DEPOSITS:

During the year under review, your company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under. There are no Public deposits, which are pending repayment.

COMPANY SECRETARY AND COMPLIANCE DEPARTMENT:

Ms. Suman Choudhary, the company secretary has resigned from the company w.e.f 1st February, 2014. Your directors taking steps to appoint qualified company secretary in his place.

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.

**DIRECTORS:**

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

- Mr. Dinanath Shyamsundar(DIN: 06428256), Executive Director of the Company resigned from the Directorship of the Company with effect from 20th January, 2014
- Mr. Vinay Anand(DIN: 06658340) was appointed as the Additional Director at the meeting of Board of Directors of the Company held on 20th January, 2014. Furthermore he was appointed as the Executive Director of the Company at the same Board meeting.
- Mr. Kishan Kumar Jhunjhunwala(DIN: 00479487), Director of the Company resigned from the Directorship of the Company with effect from 20th January, 2014

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;

- Mr. Vinay Anand(DIN: 06658340) who was appointed as the Additional Director at the meeting of Board of Directors of the Company held on 20th January, 2014, offers himself to be appointed as Director of the Company. Further in lieu of the appointment as the Executive Director of the Company at the Board meeting held on 20th January, 2014, the same is recommended to the shareholders for approval.
- Mr. Stanley Gilbert Felix Melkhasingh(DIN: 01676020) retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956, offers himself for re-appointment and further it is recommended the Mr. Stanley Gilbert Felix Melkhasingh be appointed as the Independent Director of the Company for a tenure of five years ended 31st March, 2019 under the provision of Section 149 of the Companies Act, 2013 and rules thereof.
- Mr. Baskaran Sathya Prakash(DIN: 01786634) be appointed as the Independent Director of the Company for a tenure of five years ended 31st March, 2019 under the provision of Section 149 of the Companies Act, 2013 and rules thereof.

AUDITORS:

Auditors M/s. N.Kanodia & Co., Chartered Accountants (Firm Registration No. 327668E) holds the office until the conclusion of the ensuing Annual General Meeting. Your company has received certificate from the Auditors U/s. 141 of the Companies Act, 2013 to the effect that their reappointment if made, will be within the limit prescribed and that they do not disqualify for re-appointment. In terms of Section 139 of the Companies Act, 2013, M/s. N.Kanodia & Co., Chartered Accountants is proposed to be appointed for a tenure of 4 Annual General Meeting from the conclusion the ensuing 6th Annual General Meeting to the conclusion of the 10th Annual General Meeting(subject to ratification of this appointment at every AGM)

The notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.



PARTICULARS OF EMPLOYEE:

There are no employees who are paid remuneration in excess under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

PARTICULARS OF ENERGY CONSUMPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO AND TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION, RESEARCH AND DEVELOPMENT:

A) ENERGY CONSERVATION:

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

B) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company has not earned or spent any foreign exchange during the year under review.

C) Technology Absorption, Adaptation and Innovation, Research and Development:

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.

CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on corporate governance as stipulated under Clause 52 of the Listing Agreement forms part of the Annual Report.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 52, is attached to the Report on corporate governance.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;



- (ii) the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for the year ended on that date;
- (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, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 52 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

LISTING:

Your Directors are pleased to inform effective from June 05, 2013, the equity shares of Onesource Techmedia Ltd (Scrip Code: 535647) are listed and admitted to dealings on the Exchange in the list of 'MT' Group Securities.

Your Company paid the Listing Fees to the Exchange for the year 2013-14 as well as 2014-15 in terms of listing agreement entered with the said Stock Exchange.

UTILIZATION OF THE PROCEEDS FROM IPO:

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

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

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

IPO Proceeds and Net Proceeds :	
Particulars	Amount (Rs.)
Issue Proceeds	280,00,000
Less : Issue Related Expenses	46,87,000
Net Proceeds	233,13,000



Utilization of the Net Proceeds :	
Particulars	Amount (Rs.)
Work-In-Progress for Media Contents	40,00,000
Security Deposit and Advances against Media Contents	55,51,000
FD with HDFC Bank	50,00,000
Repayment of Advance	24,00,000
Loans On Interests	55,00,000
Investment in Shares	7,50,000

RELATED PARTY TRANSACTION:

The Company during the year under review has entered in to transaction with M/s. Saraa Media Works Pvt. Ltd, for development of devotional music audio and video albums contents, for which the company has paid a refundable/adjustable advance of Rs. 40 lacs to the said party. The Company is in the business of Media Industry and has obtained quotes from many other parties for the same kind of contract.

Further the Company during the year under review has invested Rs. 7.5 Lac in the shares of M/s. SagarOnsys Institute of Gaming Multimedia and Animation Private Limited. The said investee company is in to the industry of Digital and online Media and learning. Thus your Company in addition to the expected appreciation on the investments have made this investment for the furtherance of its main objects and to gain knowledge of other media options.

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: 28th July, 2014
Place: Chennai

Sd/-
VINAY ANAND
Executive Director

Sd/-
BASKARAN SATHYA PRAKASH
Director



REPORT ON CORPORATE GOVERNANCE

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

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

The objective is to meet;

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

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

1. BOARD OF DIRECTORS:

a. COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS:

The Company as on the date of this report has in all 3 Directors with considerable professional experience in divergent areas connected with corporate functioning.

The Board of Directors of the Company comprises of Non-Executive and Independent Directors. In all there are three Directors, One Executive and Two Independent Director.

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

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



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

Name of the Director	Designation	Designation
Mr. Vinay Anand*	Chairman	Executive Director
Mr. Baskaran Sathya Prakash	Director	Independent Director
Mr. Stanley Gilbert Felix Melkhasingh	Director	Independent Director

*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014

b. PROCEDURE OF THE BOARD:

Generally the Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of business which are permitted under the Companies Act, 1956, and which cannot be deferred till the next Board Meeting.

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

c. MEETING OF BOARD OF DIRECTORS AND ATTENDANCE:

During the financial year under review, 12 Board Meetings were held i.e. on 28th April, 2013, 02nd May, 2013, 04th May, 2013, 11th May, 2013, 22nd May, 2013, 31st May, 2013, 06th June, 2013, 10th June, 2013, 13th August, 2013, 29th October, 2013, 14th December, 2013, 20th January, 2014 and 14th March, 2014. The gap between two meetings did not exceed four months.

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

Name of Director	Attendance Particulars		No. of Directorships in other Public Company ¹	No. of Chairmanship/ Membership of Board Committees in other Companies ²	
	Board Meetings	Last AGM		Chairman	Member
Mr. Vinay Anand*	1	No	-	-	-
Mr. Baskaran Sathya Prakash	13	Yes	-	-	-
Mr. Stanley Gilbert Felix Melkhasingh	13	Yes	1	-	2
Mr. Kishan Kumar Jhunjhunwala**	12	Yes	1	-	-
Mr. Dinanath Shyamsundar***	12	Yes	1	-	1



*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

** Resigned from the Board of Directors with effect from 20th January, 2014

*** Resigned from the Board of Directors with effect from 20th January, 2014

¹The Directorships held by the Directors as mentioned above do not include Alternate Directorships and Directorships held in Foreign Companies, Companies registered under Section 25 of the Companies Act, 1956 and Private Limited Companies.

²In accordance with Clause 49 of the Listing Agreement, Memberships / Chairmanships of only the Audit Committees and Shareholders' / Investor Grievance Committees in all Public Limited Companies have been considered.

d. **DIRECTORS' REMUNERATION:**

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

2. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Clause 52 of the Listing Agreement with the Stock Exchange read with Section 292A of the Companies Act, 1956(corresponding Section 177 of the Companies Act, 2013).

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

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

a. **TERMS OF REFERENCE:**

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

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
5. Examination of the financial statement and the auditors' report thereon;



6. Approval or any subsequent modification of transactions of the company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertakings or assets of the company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Appointment, removal and terms of remuneration of internal auditor.
11. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
12. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchange;
13. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
14. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
16. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
17. Discussing with internal auditors on any significant findings and follow up thereon.
18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.



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

b. COMPOSITION:

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

Name of the Director	Status in the Committee	Category
Mr. Baskaran Sathya Prakash	Chairman	Independent Director
Mr. Stanley Gilbert Felix Melkhasingh	Member	Independent Director
Mr. Vinay Anand*	Member	Executive Director

*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

All the members have accounting or related financial management expertise.

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met three times i.e. on 28th April 2013, 29th October, 2013, 15th February, 2014 and the attendance of the members at the Audit Committee meetings was as follows:



Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Baskaran Sathya Prakash	3	3
Mr. Stanley Gilbert Felix Melkhasingh	3	3
Mr. Kishan Kumar Jhunjunwala*	2	2
Mr. Vinay Anand**	1	1

* Resigned from the Board of Directors with effect from 20th January, 2014

**Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

3. NOMINATION AND REMUNERATION COMMITTEE:

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

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

a. TERMS OF REFERENCE:

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

1. Ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. while formulating the policy to ensure that—
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
3. To make recommendations for the appointment and removal of directors;
4. Ensure that our Company has in place a programme for the effective induction of new directors;
5. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
6. To recommend to the Board, the remuneration packages of our Company’s Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed



component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

7. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time / Executive Directors, including pension rights and any compensation payment;
8. To implement, supervise and administer any share or stock option scheme of our Company; and
9. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

b. COMPOSITION:

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

Name of the Director	Status in the Committee	Category
Mr. Stanley Gilbert Felix Melkhasingh	Chairman	Independent Director
Mr. Baskaran Sathya Prakash	Member	Independent Director
Mr. Vinay Anand*	Member	Executive Director

*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met two times i.e. on 11th January, 2014 and 15th February, 2014 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Stanley Gilbert Felix Melkhasingh	2	2
Mr. Baskaran Sathya Prakash	2	2
Mr. Kishan Kumar Jhunjhunwala*	1	1
Mr. Vinay Anand**	1	1

* Resigned from the Board of Directors with effect from 20th January, 2014

**Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

d. REMUNERATION POLICY:

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

e. DIRECTORS' REMUNERATION:

Details of the remuneration paid to the Directors of the Company is/are as follow;

Name of the Director	Salary	Perquisites and allowances	Commission payable	Total
Dinanath Shyamsundar*	1,50,000	-	-	1,50,000

* Resigned from the Board of Directors with effect from 20th January, 2014



4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

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

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

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

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

a. TERMS OF REFERENCE:

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

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;
8. Ensure proper and timely attendance and redressal of investor queries and grievances.
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

b. COMPOSITION:

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

Name of the Director	Status in the Committee	Category
Mr. Stanley Gilbert Felix Melkhasingh	Chairman	Independent Director
Mr. Baskaran Sathya Prakash	Member	Independent Director
Mr. Vinay Anand*	Member	Executive Director



*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met One times i.e. on 15th February, 2014 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Stanley Gilbert Felix Melkhasingh	1	1
Mr. Baskaran Sathya Prakash	1	1
Mr. Kishan Kumar Jhunjunwala*	0	0
Mr. Vinay Anand**	1	1

* Resigned from the Board of Directors with effect from 20th January, 2014

*Appointed as Additional Director and Executive Director of the Company with effect from 20th January, 2014.

d. SHAREHOLDERS QUERIES RECEIVED AND REPLIED IN 2013-2014:

During the Financial year 2013-2014, no complaints were received from Shareholders. There were no share transfer pending registrations as at 31st March, 2014.

There are no complaints pending as on date of this report.

In case of any investor complaint shareholders are requested to address the same to company.

e. COMPLIANCE OFFICER:

Ms. Suman Choudhary, the Company Secretary cum Compliance Officer has resigned from the company w.e.f 1st February, 2014. Your directors taking steps to appoint qualified company secretary in his place. Till such time, the Board of Directors of the Company at its meeting held on 27th May, 2014 has appointed Mr. Vinay Anand, Executive Director of the Company as the Compliance Officer in terms of Clause 50 of the Listing Agreement.

5. GENERAL BODY MEETINGS:

a. ANNUAL GENERAL MEETINGS:

For Financial Year	Venue	Date	Time	Number of Special Resolutions passed
2012-2013	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	30.05.2013	10.00 A.M	NIL
2011-2012	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	29.09.2012	10.00 A.M	NIL
2010-2011	No.45, Venkata Maistry Street, Mannady, Chennai -600001	23.09.2011	10.00 A.M	NIL

**b. EXTRA ORDINARY GENERAL MEETINGS:**

In Financial Year	Venue	Date	Time	Number of Special Resolutions passed
2013-2014	NA	NA	NA	NA
2012-2013	2C Ram Mansion, 367, Pantheon Road, Egrome, Chennai - 600 008	23.12.2012	10.00 A.M	1 ¹
		29.11.2012	10.00 AM	6 ²
2011-2012	NA	NA	NA	NA

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

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

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

c. POSTAL BALLOT:

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

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

The Company during the year under review has entered in to transaction with M/s. Saraa Media Works Pvt. Ltd, for development of devotional music audio and video albums contents, for which the company has paid a refundable/adjustable advance of Rs. 40 lacs to the said party. The Company is in the business of Media Industry and has obtained quotes from many other parties for the same kind of contract.



Further the Company during the year under review has invested Rs. 7.5 Lac in the shares of M/s. SagarOnsys Institute of Gaming Multimedia and Animation Private Limited. The said investee company is in to the industry of Digital and online Media and learning. Thus your Company in addition to the expected appreciation on the investments have made this investment for the furtherance of its main objects and to gain knowledge of other media options.

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

c. WHISTLE BLOWER POLICY:

The Board of Directors of the Company at its meeting held on 28th July 2014 have 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.

d. DISCLOSURES ON MANDATORY / NON – MANDATORY REQUIREMENTS:

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

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

- a) None of the Independent Directors on the Board of the Company have served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) Nomination and Remuneration Committee :
- a. The Company has setup Nomination and Remuneration Committee in accordance with the clause 52 of the Listing Agreement and further the Board of the Directors of the Company is in the process of appointing additional Independent/Non-Executive Director to company with the Section 178 of the Companies Act, 2013 and Non-Mandatory requirement of the Clause 52 of the Listing Agreement.
 - b. The Remuneration policy of the Board of Director and Key Managerial Personnel's and one level below the KMP is decided by the Nomination and Remuneration Committee
 - c. The Chairman of the said Committee is an Independent Director.
 - d. During the year under review all the members of the Committee were present for all the meeting.



- e. Usually all the members of the said Committee are present at the Annual General meeting.
- c) Half Year Financials as prepared in accordance with the clause 43 of the Listing Agreement are published in widely circulated newspapers in the English daily “Trinity Mirror” and Tamil Daily “Makkal Kural”. The same is also uploaded on the Company’s Website: www.onesourcetechnmedia.com.
- d) The financial statements of the Company are unqualified.
- e) Training of Board Members:
Adequate programs are being arranged/attended by the Board Members to open up new horizons of business thinking and risk analysis.
- f) Whistle Blower Policy:
The Board of Directors of the Company at its meeting held on 28th July 2014 have 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.

7. MEANS OF COMMUNICATION:

- In compliance with the requirement of Listing Agreement, the Company regularly intimates financial results to BSE Limited immediately after they are approved by Board of Directors.
- The Notice of Board Meeting called for approving the Half Year & Annual Results and the said approved results in accordance with Clause 43 of the Listing Agreement have been submitted to BSE Limited and published in the leading English Newspapers “Trinity Mirror” and in vernacular language Newspaper “Makkal Kural”.
- Company posts its Half Yearly & Annual Results on its website: www.onesourcetechnmedia.com
- Any Official News releases / Press Release done by the Company are also posted on Company’s website: www.onesourcetechnmedia.com
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company.

8. GENERAL SHAREHOLDERS INFORMATION:

i. DETAILS OF THE ENSUING ANNUAL GENERAL MEETING:

Date : Friday, 29th day of August, 2014
Time : at 11.00 A.M.
Venue : Sindur Pantheon Plaza, 4th Floor,
346 Patheon Road,
Egmore Chennai – 600 008
Tamil Nadu

**ii. TENTATIVE FINANCIAL CALENDAR:**

Financial Year	1st April, 2014 to 31st March, 2015
Result for the Half Year ending 30th September, 2014	by 14th November, 2013
Result for the Half Year and Financial Year ending 31st March, 2014	by 30th May, 2015
Annual General Meeting	by September, 2015

iii. BOOK CLOSURE DATE:

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23rd August, 2014 to Friday 29th August 2014 (both days inclusive), for the purpose of Annual General Meeting.

For the purpose of determining the List of Members who will be given the facility of E-Voting for casting their votes for the proposed resolutions at the Annual General Meeting, 1st of August would be the Record Date.

iv. DIVIDEND:

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

v. LISTING STATUS & STOCK CODE:

Your Directors are pleased to inform effective from June 05, 2013, the equity shares of Onesource Techmedia Ltd (Scrip Code: 535647) are listed and admitted to dealings on the BSE SME Platform in the list of 'MT' Group Securities.

Your Company paid the Listing Fees to the Exchange for the year 2013-14 as well as 2014-15 in terms of listing agreement entered with the said Stock Exchange

vi. MARKET PRICE DATA:

Month	High	Low	Total Turnover
Jun-13*	13	6.35	7429000
Jul-13	7.8	5.75	2422500
Aug-13	7	4.7	1010000
Sep-13	5.1	3.95	1358000
Oct-13	6.4	4.1	1088500
Nov-13	7.05	5.75	1114500
Dec-13	7.9	5.55	810500
Jan-14	8.65	7.5	1160000
Feb-14	7.15	7.15	71500
Mar-14	7.3	5.5	904500

*The Securities of the Company were listed and admitted to dealing on 05th June, 2013.



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

Particulars	Open	High	Low	Close
OTML-2013	13.00	13.00	03.95	07.90
BSE SME-2013	137.35	467.37	137.10	452.47
OTML-2014	08.20	08.70	04.75	08.30
BSE SME-2014	452.47	937.01	438.62	900.47

viii. **REGISTRAR AND TRANSFER AGENTS:**

M/s. Purva Sharegistry (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

ix. **SHARE TRANSFER SYSTEM:**

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

x. **DISTRIBUTION OF SHAREHOLDING:**

Share Holding pattern as on 31st March, 2014:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group2			
1	Indian	9	28,41,600	43.77
2	Foreign	0	0	0.00
	Total Shareholding of Promoter and Promoter Group [(A)(1)+(A)(2)]	9	28,41,600	0.00
(B)	Public shareholding			
1	Institutions	1	1,50,000	2.31
2	Non-institutions	141	35,00,900	53.92
	Total Public Shareholding [(B)(1)+(B)(2)]	142	3650900	56.23
	TOTAL (A)+(B)	151	64,92,500	100.00

**Distribution of Holding by size as on 31st March, 2014:**

No. of Shares	No. of Shareholders	%	Shareholding in Rs.	%
20,001 – 30,000	1	0.67	30000	0.05
50,001 – 1,00,000	106	70.20	10433000	16.07
1,00,000 & above	44	29.14	54462000	83.88
Total	151	100.00	64925000	100.00

xi. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

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

Procedures for dematerialization/ rematerialization of Equity Shares:-

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

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

The Shares of Company are traded on BSE SME Platform. 99.90% of the Company's Equity Share Capital of the Company is held in dematerialized form as on 30th June, 2014.

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

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

xiii. OTHER INFORMATION'S:**➤ Requirement of PAN Card in case of Transfer of Shares in Physical Form:**

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



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

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

➤ **Electronic Clearing Service**

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

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

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

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

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

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



➤ **Nomination**

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

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

➤ **Details on use of Public Funds Obtained in the last One years:**

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

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

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

<u>IPO Proceeds and Net Proceeds :</u>	
Particulars	Amount (Rs.)
Issue Proceeds	280,00,000
Less : Issue Related Expenses	46,87,000
Net Proceeds	233,13,000

<u>Utilisation of the Net Proceeds :</u>	
Particulars	Amount (Rs.)
Work-In-Progress for Media Contents	40,00,000
Security Deposit and Advances against Media Contents	55,51,000
FD with HDFC Bank	50,00,000
Repayment of Advance	24,00,000
Loans On Interests	55,00,000
Investment in Shares	7,50,000

**xiv. DIRECTORS PROFILE, WHO SEEK APPOINTMENT/RE-APPOINTMENT:****1. Mr. Stanley Gilbert Felix Melkhasingh (DIN: 01676020):**

Mr. Stanley Gilbert Felix Melkhasingh, aged 47 years, is a commerce graduate and has also done Diploma in Engineering. He has more than 2 decades of experience in the field of sales, marketing and Finance of consumer durables etc. He has experience in development of retail network across India and Middle East. He has recently in past has acquired control of a Non-Banking Financial Company. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Anurodh Merchandise Private Limited	17/03/2008	Director
2	Meenakshi Enterprises Limited	23/09/2013	Managing Director

Details of his membership/chairmanships in Committees of Board other than that of our Company;

Sr. No.	Name of the Company	Name of the Committee	Designation
1	Meenakshi Enterprises Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member

Mr. Stanley Gilbert Felix Melkhasingh hold 3,000 Equity Shares and M/s. Meenakshi Enterprises Limited holds 90,000 Equity Shares in M/s. Onesource Techmedia Limited

2. Mr. Baskaran Sathya Prakash (DIN: 01786634):

Mr. Baskaran Sathya Prakash, aged 37 years is an Independent Director of our Company. He holds masters degree in business administration. He has more than a decade of experience in the field of information technology and media related activities including implementation of ERP solutions and project management. He has worked at various senior capacities with large software & media houses and has been responsible for devising and implementing marketing, operational and growth strategies for corporate. His contribution to the growth of the Company is incomparable.



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

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Alpine Flower Company Private Limited	27/05/2008	Director
2	Saraa Mediaworks Private Limited	29/09/2009	Director
3	SagarOnsys Institute of Gaming Multimedia and Animation Private Limited	03/04/2012	Director
4	Revpl Agro Research Private Limited	13/05/2013	Director

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

Mr. Baskaran Sathya Prakash hold 15,000 Equity Shares in M/s. Onesource Techmedia Limited

3. Mr. Vinay Anand (DIN: 06658340):

Mr. Vinay Anand, aged 42 years is the Executive Director of our Company. He holds Degree in Visual Communication. He has more than a two decade of experience in the field of information technology and media related activities, event management and project management. The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as above mentioned above Mr. Vinay Anand will be able to guide and take the Company's business to next level of heights.

He does not hold Directorships in any companies other than that of our Company;

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

He does not hold any Equity Shares in M/s. Onesource Techmedia Limited

xv. CODE OF CONDUCT:

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director is annexed to this report.



xvi. **ADDRESS FOR CORRESPONDENCE:**

a. **Investor Grievances:**

Mr. VINAY ANAND

Executive Director & Compliance Officer

(T) (91)- 044-43555227

(F) (91) -044-42134333

Web: <http://www.onesourcetekmedia.com>

Email: onesourcetekmedialtd@gmail.com

b. **Registered officer:**

M/s. ONESOURCE TECHMEDIA LIMITED

Sindur Pantheon Plaza, 4th Floor,

346 Patheon Road,

Egmore Chennai – 600 008

Tamil Nadu

Web: <http://www.onesourcetekmedia.com>

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

Date: 28th July, 2014	Sd/- VINAY ANAND	Sd/- BASKARAN SATHYA PRAKASH
Place: Chennai	Executive Director	Director

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

I, Vinay Anand, Executive Director of the Company confirm that the Company has obtained from all Board Members and Senior Management, affirmation that they have complied with the Code of Conduct during the year ended 31st March 2014.

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

Date: 28th July, 2014	Sd/- VINAY ANAND
Place: Chennai	Executive Director



EXECUTIVE DIRECTOR'S CERTIFICATION

To,
The Board of Directors,
Onesource Techmedia Limited

- i) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Issuer's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii) There are, to the best of our knowledge and belief, no transactions entered into by the Issuer during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- iii) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

We have not come across any reportable deficiencies in the design or operation of such internal controls

- iv) We have indicated to the auditors and the Audit committee
 - a. That there are no significant changes in internal control over financial reporting during the year;
 - b. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. That there are no instances of significant fraud of which they have become aware.

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

**Date: 28th July, 2014
Place: Chennai**

**Sd/-
VINAY ANAND
Executive Director**



AUDITOR'S CERTIFICATE ON COMPLIANCE

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

We have examined the compliance of conditions of Corporate Governance by M/s. Onesource Techmedia Limited (the 'Company'), for the year ended 31st March, 2014, as stipulated in Clause 52 of the Listing Agreement of the said Company with BSE Limited.

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

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

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

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

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

Sd/-
Nikunj Kanodia
Proprietor
Membership No. 069995

Place : Kolkata
Date : 28th July, 2014



MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMY:

The Indian economy is set on a disinflationary path, but more efforts may be needed to secure recovery:

While the global environment remains challenging, policy action in India has rebuilt buffers to cushion it against possible spillovers. These buffers effectively bulwarked the Indian economy against the two recent occasions of spillovers to EMDEs – the first, when the US Fed started the withdrawal of its large scale asset purchase programme and the second, which followed escalation of the Ukraine crisis. On both these occasions, Indian markets were less volatile than most of its emerging market peers. With the narrowing of the twin deficits – both current account and fiscal – as well as the replenishment of foreign exchange reserves, adjustment of the rupee exchange rate, and more importantly, setting in motion disinflationary impulses, the risks of near-term macro instability have diminished. However, this in itself constitutes only a necessary, but not a sufficient, condition for ensuring economic recovery. Much more efforts in terms of removing structural impediments, building business confidence and creating fiscal space to support investments will be needed to secure growth.

Annual average CPI inflation has touched double digits or stayed just below for the last six years. This has had a debilitating effect on macro-financial stability through several channels and has resulted in a rise in inflation expectations and contributed to financial disintermediation, lower financial and overall savings, a wider current account gap and a weaker currency. A weaker currency was an inevitable outcome given the large inflation differential with not just the AEs, but also EMDEs. High inflation also had adverse consequences for growth. With the benefit of hindsight, it appears that the monetary policy tightening cycle started somewhat late in March 2010 and was blunted by a series of supply-side disruptions that raised inflation expectations and resulted in its persistence. Also, the withdrawal of the fiscal stimulus following the global financial crisis was delayed considerably longer than necessary and may have contributed to structural increases in wage inflation through inadequately targeted subsidies and safety net programmes.

Since H2 of 2012-13, demand management through monetary and fiscal policies has been brought in better sync with each other with deficit targets being largely met. Monetary policy had effectively raised operational policy rates by 525 basis points (bps) during March 2010 to October 2011. Thereafter, pausing till April 2012, the Reserve Bank cut policy rates by 75 bps during April 2012 and May 2013 for supporting growth. Delayed fiscal adjustment materialised only in H2 of 2012-13, by which time the current account deficit (CAD) had widened considerably.

The easing course of monetary policy was disrupted by ‘tapering’ fears in May 2013 that caused capital outflows and exchange rate pressures amid unsustainable CAD, as also renewed inflationary pressures on the back of the rupee depreciation and a vegetable price shock. The Reserve Bank resorted to exceptional policy measures for further tightening the monetary policy. As a first line of defence, short-term interest rates were raised by increasing the marginal standing facility (MSF) rate by 200 bps and curtailing liquidity available under the liquidity adjustment facility (LAF) since July 2013. As orderly conditions were restored in the currency market by September 2013, the Reserve Bank quickly moved to normalise the exceptional liquidity and monetary measures by lowering the MSF rate by 150 bps in three steps. However, with a view to containing inflation that was once again rising, the policy repo rate was hiked by 75 bps in three steps.



Recent tightening, especially the last round of hike in January 2014, was aimed at containing the second round effects of the food price pressures felt during June-November 2013. Since then, inflation expectations have somewhat moderated and the temporary relative price shock from higher vegetable prices has substantially corrected along with a seasonal fall in these prices, without further escalation in ex-food and fuel CPI inflation. While headline CPI inflation receded over the last three months from 11.2 per cent in November 2013 to 8.1 per cent in February 2014, the persistence of ex-food and fuel CPI inflation at around 8 per cent for the last 20 months poses difficult challenges to monetary policy.

Against this background there are three important considerations for the monetary policy ahead. First, the disinflationary process is already underway with the headline inflation trending down in line with the glide path envisaged by the Urjit Patel Committee, though inflation stays well above comfort levels. Second, growth concerns remain significant with GDP growth staying sub-5 per cent for seven successive quarters and index of industrial production (IIP) growth stagnating for two successive years. Third, though a negative output gap has prevailed for long, there is clear evidence that potential growth has fallen considerably with high inflation and low growth. This means that monetary policy needs to be conscious of the impact of supply-side constraints on long-run growth, recognising that the negative output gap may be minimal at this stage.

{Source: RBI, Macroeconomic and Monetary Developments 2014-15 (An Update)}

MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:

'Media' is the medium of carrying information, education and entertainment to the masses. It is an easier and efficient means of communication which plays a key role in the overall development of an economy. In an era where knowledge and facts are the tools for economic, political and cultural exchange, presence of the strong and constructive media in a country is important for catering to the diverse needs of individuals, society as a whole, small and large business and production houses, various research organizations, private sectors as well as the public sectors. Media is a conscience-keeper of the nation and has many tasks to perform in our day-to-day lives. It helps the Government to achieve various socioeconomic and political goals; educate urban and rural masses; instill a sense of responsibility among the people; as well as provide justice to the needy. It largely consists of print media like newspapers, magazines, journals and other publications, etc. as well as electronic media like radio, television, internet, etc. With the changing scenario of the world, it has acquired the status of an industry.

In India, the media and entertainment industry is undergoing remarkable change and is one of the fastest growing sectors. The main factors responsible for this are rising per capita/ national income; high economic growth and strong macro-economic fundamentals; and democratic set up, good governance as well as law and order position in the country. Specifically, spectacular growth of the television industry, new formats for film production and distribution, privatisation and growth of radio, gradually liberalising attitude of Government towards the sector, easier access to and for international companies as well as advent of digital communication and its technological innovations are the other attributes of the growth of the sector. The media industry plays an important role in creating people's awareness about national policies and programmes by providing information and education, besides creating healthy business environment in the country. Thus, it helps people to be active partners in the nation-building endeavour.



FUTURE OF MEDIA & ENTERTAINMENT INDUSTRY (INDIA)

The future of Media and Entertainment industry depends largely on the growth of Indian economy. The Indian economy is growing at a fast rate; thus, there is also a bright future in store for all the segments of the media and the entertainment industry. With the incomes of the people rising at a fast rate, people are spending more on their entertainment and leisure activities. India is poised to enter the period of immense growth in this sector.

Exciting new developments in the technologies used in Media and Entertainment industry are taking place. Animations, multiplexes, new distribution channels, the use of Internet, are redefining the entertainment industry. All these factors will favour the growth of Media and Entertainment industry in India.

Some Driving Forces:

- **Increasing Media Consumption:**

All sorts of media is available for consumption today from TV, Internet, Radio, Newspapers, Social Media etc. all increasing the average media consumption but also meaning a lot of consumption will be with partial attention.

- **Fragmentation:**

More media and more fragmentation. New media coming on board like internet, mobiles, social networking etc. as well as old media still expanding like TV –more channels being added.

- **Participation:**

People's attitude towards content viewing has changed. Already amateur content viewed is on the rise. People can search for what they want and go for it. More participatory media is getting popular like YouTube, Facebook etc.

- **Personalization:**

Media is getting personalized in what, where and when people will consume media. Due to real time data on users advertising will also get personalized depending on behaviours, location and other criteria. The fate of personalized advertising will depend upon people's attitudes towards privacy issues (a very important need).

- **New Revenue Models:**

Subscription model may not be the defining revenue model of the future and ad sales revenues will be a large part of the revenues earned in the coming future. Even the way content is used will change. Content could later be resold for less but resold many more times instead of a heavy priced rights deal.

- **Technology & Bandwidth:**

Technological changes are rapid and Bandwidths of 100 Mbps in all households is not far away where you could be watching all your favourite shows but not on the TV but on your



computer either live with streaming TV or later on the YouTube and its likes. Media consumption is changing and even Media itself is changing (From TV to online media). A scenario not too far away will be when Mobiles will have the bandwidth and the capability to make it the preferred choice of Media where you could be watching your favourite TV shows not on TV, not even on the computer but on your mobile phone. (Already a lot of Facebook users are online not on their computer but over their mobiles-a trend which gain more).

All in all it is technology and ease of use of that technology with mass availability at reasonable cost which is going to drive media usage in the future and anybody who can combine all of the above has got a sure shot winner.

The question to be asked is – for how long? Before something new comes in and catches your fancy. Rest assured you the consumer is definitely going to get what you want.

In today's time it is imperative that media companies change, innovate and re-examine their existing business models under pressure of such transient conditions and so they can survive in such complex, specialized and fragmented dynamics, players need to draw upon new capabilities.

Where new players entered the GEC space, new DTH players in the market led to an increased penetration of digital TV households

RISK FACTORS:

- **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.

- **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.

- **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.

OUR STRENGTHS:

We derive our strengths from following factors:

- **Experienced Directors and Management Team:**

Our Directors and business management group are experienced within their respective specialized segments, as well as in the entertainment industry. Our Executive Director Mr. Vinay Anand with two decades of experience will have a major role in the growth and



development of our business. We also have professionals, as a part of our management team, who have domain knowledge and experience. We believe that, our management team possesses detailed understanding of the media industry and marketing of content and content exploitation.

- **Strong Relationships in the Media fraternity:**

We believe that successful accomplishment has helped us to establish relations with our suppliers and clientele. We believe that we have managed to create, maintain and build our goodwill with other industry participants.

- **Established operations and proven track record:**

We have established operations in film distribution and production operations and in the past we have been associated with esteemed projected which carves for over selves a niche in the industry.

- **Pool of Contents:**

We carve a niche in the industry due to pool of content which we entitle to distribute and market. Our pool of content ranges from multi language devotional audio and video, Bengali folks, Tamil television serials, animation movies.

BUSINESS STRATEGY

We adopt the following business strategies which enable us to achieve our business objectives and goals.

- **Scaling up of Content:**

Our vision is to aggregate the contents of diversified platforms to exploit the same through multi-channel platform. The diversified content would contribute to long term sustainability of our operations.

- **Foray in to production of audio and audio visual songs:**

Going forward, we plan to develop our pool of content by in house production of devotional albums and distribute the same through our in house distribution channel.

- **Music based Rights:**

Our strategy is to strengthen our competitive advantage by building on and augmenting our aggregation Rights for television broadcast and further leveraging our portfolio approach. we intend to expand further into new media specific content including expanding our presence in the music business to enhance our scale in this segment.

**INTERNAL CONTROL:**

The Company has a defined management reporting system and periodic reviews of its business to ensure timely check and decision-making. The Management Information System (MIS) forms an integral part of the Company's control mechanism. Any material change in the business process is reported to the Board regularly.

DISCUSSION ON FINANCIAL PERFORMANCE:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 6,56,691/- comparing to previous year Rs. 10,44,273/- . The net profit for the year under review has been Rs.2,50,550/- comparing to the previous year net profit Rs. 6,07,416/- Your Directors are continuously looking for avenues for future growth of the Company in Media Industry.

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

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

Date: 28th July, 2014	Sd/-	Sd/-
Place: Chennai	VINAY ANAND	BASKARAN SATHYA PRAKASH
	Executive Director	Director



INDEPENDENT AUDIT REPORT

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

We have audited the accompanying financial statements of **M/s. Onesource Techmedia Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (“the Act”). This responsibility includes the design, implementation and maintenance of internal control 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.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date;
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor’s Report) Order, 2003 (“the Order”) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(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 and the Statement of Profit and Loss dealt with by this report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **N. Kanodia & Co.**

Chartered Accountants

FRN: 327668E

Sd/-

Nikunj Kanodia

Proprietor

Membership No. : 069995

Place: Chennai

Date: May 27, 2014



The annexure referred to in paragraph 1 of the our report of even date to the members of M/s. Onesource Techmedia Limited on the accounts of the company for the year ended 31st March, 2014.

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories 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 and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus, sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of



the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.

6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 4(viii) of the Order are not applicable to the Company.
9. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit. However, there was cash loss in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.



17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has no outstanding debentures during the period under audit.
20. We have verified that the end use of money raised by public issue is as disclosed in the notes to the financial statements.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **N. Kanodia & Co.**

Chartered Accountants

FRN: 327668E

Sd/-

Nikunj Kanodia

Proprietor

Membership No. : 069995

Place: Chennai

Date: May 27, 2014



BALANCE SHEET AS AT 31ST MARCH 2014

PARTICULARS	Note No.	31.03.2014	31.03.2013
		Rs.	Rs.
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	6,49,25,000	4,49,25,000
Reserves and Surplus	3	2,65,75,470	1,83,24,920
		9,15,00,470	6,32,49,920
NON-CURRENT LIABILITIES			
Deferred tax Liability	4	3,555	3,555
		3,555	3,555
CURRENT LIABILITIES			
Trade Payables	5	41,94,771	4,55,000
Short-Term Provision	6	1,49,170	2,61,000
		43,43,941	7,16,000
TOTAL		9,58,47,967	6,39,69,475
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	14	7,63,263	9,04,456
Non-Current Investments	7	2,50,35,234	2,39,03,720
Long Term Loans & Advances	8	2,85,00,000	2,69,00,000
Other Non-Current Assets	9	38,71,740	43,15,349
		5,81,70,237	5,60,23,524
CURRENT ASSETS			
Trade Receivables	10	8,60,500	-
Cash & Cash Equivalents	11	79,03,192	6,76,307
Short Term Loans & Advances	12	2,84,60,743	30,13,619
Other Current Assets	13	4,53,295	42,56,024
		3,76,77,730	79,45,950
TOTAL		9,58,47,967	6,39,69,475
Summary of Significant Accounting Policies	1		
AS PER OUR REPORT OF EVEN DATE			
FOR N. KANODIA & CO.		For and on Behalf of the Board	
<i>Chartered Accountants</i>			
Sd/-	Sd/-	Sd/-	
NIKUNJ KANODIA	VINAY ANAND	BASKARAN SATHYA PRAKASH	
Proprietor	Executive Director	Director	
M. No : 069995			
FRN. 327668E			
Place : Chennai	Place : Chennai		
Date : 27 th May, 2014	Date : 27 th May, 2014		



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

PARTICULARS	Note No.	31.03.2014	31.03.2013
		Rs.	Rs.
INCOME			
Revenue From Operations			
Sale of Shares/Securities held as Stock-in-Trade		-	4,86,06,771
Sale of Media Contents		8,08,500	-
Media Income		2,85,000	7,60,000
Other Income	15	13,28,089	6,78,060
TOTAL INCOME		24,21,589	5,00,44,831
EXPENSES			
Purchase of Securities (Stock-in-Trade)		-	2,01,87,778
Purchase of Media Contents		1,00,000	-
Changes in Stock-in-Trade and Finished Goods	16	-	2,77,98,465
Media Expenses		74,260	4,71,800
Employee benefit expenses	17	5,05,731	3,28,662
Finance Cost	18	1,22,250	512
Administration Expenses	19	10,78,435	2,13,340
Depreciation	14	1,41,193	1,75,857
TOTAL EXPENSES		20,21,869	4,91,76,415
PROFIT BEFORE TAXATION		3,99,720	8,68,416
Tax Expense		-	-
Current tax		1,49,170	2,61,000
NET PROFIT FOR THE YEAR		2,50,550	6,07,416
Earnings per equity share:			
Basic and Diluted (Face Value of ` 10/- each, Previous Year ` 10/- each)	20	0.04	0.14
Summary of Significant Accounting Policies	1		
AS PER OUR REPORT OF EVEN DATE			
FOR N. KANODIA & CO.		For and on Behalf of the Board	
<i>Chartered Accountants</i>			
Sd/-	Sd/-	Sd/-	
NIKUNJ KANODIA	VINAY ANAND	BASKARAN SATHYA PRAKASH	
Proprietor	Executive Director	Director	
M. No : 069995			
FRN. 327668E			
Place : Chennai	Place : Chennai		
Date : 27 th May, 2014	Date : 27 th May, 2014		



STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2014

PARTICULARS		31.03.2014	31.03.2013
		Rs.	Rs.
A.	Cash Flow From Operating Activities		
	Net Profit Before Tax & Extra-Ordinary Items	3,99,720	8,68,416
	<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
	Interest Income	(9,18,149)	(6,42,881)
	Dividend Income	(65,474)	(1,11,844)
	Profit on Sale of Investment	(11,711)	-
	Interest on FD	(3,32,755)	-
	Depreciation	1,41,193	1,75,857
	Share Issue Expenses w/off	70,400	25,600
	Public Issue Expenses w/off	4,08,056	-
	Preliminary Expenses w/off	7,860	1,964
	Operating Profit Before Working Capital Changes	(3,00,860)	3,17,112
	<i>Adjustments for Working Capital Changes</i>		
	Decrease / (Increase) in Inventories	-	5,04,83,371
	Decrease / (Increase) in Trade Receivables	(8,60,500)	7,00,000
	Decrease / (Increase) in Short Term Loans & Advances	(2,44,31,285)	23,33,825
	Decrease / (Increase) in Other Current Assets	43,53,045	(40,06,121)
	Decrease / (Increase) in Other Non Current Assets	34,61,619	(61,730)
	Decrease / (Increase) in Long Term Loans & Advances	(16,00,000)	(269,00,000)
	(Decrease) / Increase in Trade Payable	37,39,771	4,30,000
	Cash Generated from Operations	(1,56,38,210)	2,32,96,457
	Taxes Paid During the Year	(2,61,040)	(89,490)
	Extra-Ordinary Items	-	-
	Net Cash Flow from Operating Activities	(1,58,99,250)	2,32,06,967
B.	Cash Flow From Investing Activities		
	(Purchase)/Sale of Non - Current Investments	(11,19,803)	(2,39,03,720)
	Interest Received	-	6,42,881
	Dividend Receipts	65,474	1,11,844
	Net Cash Flow from Operating Activities	(10,54,329)	(2,31,48,995)
C.	Cash Flow From Financing Activities		
	Issue of Equity Shares	2,80,00,000	-
	Public Issue Expenses Incurred	(38,19,536)	-
	Net Cash Flow from Operating Activities	2,41,80,464	-
D.	Net Increase /(Decrease) in Cash & Cash Equivalents	72,26,884	57,972
E.	Opening Cash & Cash Equivalents	6,76,307	6,18,335
F.	Closing Cash & Cash Equivalents (Note 11)	79,03,191	6,76,307

Summary of Significant Accounting Policies

Note 1

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.

For and on Behalf of the Board

Chartered Accountants

Sd/-

Sd/-

Sd/-

NIKUNJ KANODIA

VINAY ANAND

BASKARAN SATHYA PRAKASH

Proprietor

Executive Director

Director

M. No : 069995

FRN. 327668E

Place : Chennai

Place : Chennai

Date : 27th May, 2014

Date : 27th May, 2014



NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31ST MARCH, 2014

NOTE : 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

a. BASIS OF PREPARATION:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, the company has also reclassified the previous year figures in accordance with the requirements applicable for the current year

b. GENERAL:

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

c. USE OF ESTIMATES:

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

d. FIXED ASSETS:

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

e. DEPRECIATION:

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates prescribed in the Income Tax Act, 1961 and manner at written down value Method Rates and on pro rata basis for the additions during the year.

f. INVENTORIES:

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

g. REVENUE RECOGNITION:

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

h. PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES:

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



i. INVESTMENTS:

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

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

j. EMPLOYEE BENEFITS:

(i) Gratuity:

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

(ii) Provident Fund:

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

(iii) Leave Salary:

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

k. TAXATION:

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

l. IMPAIRMENT OF ASSETS:

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

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

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

m. BORROWING COST:

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

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

n. DEFERRED REVENUE EXPENDITURE:

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

o. INCOME TAX:

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



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

2. SHARE CAPITAL				
Particulars	31.03.2014		31.03.2013	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of ` 10/- each (Previous Year ` 10/-)	75,00,000	7,50,00,000	75,00,000	7,50,00,000
Issued, Subscribed & Paid Up:				
Equity Shares of ` 10/- each (Previous Year ` 10/-)	64,92,500	6,49,25,000	44,92,500	4,49,25,000
Total	64,92,500	6,49,25,000	44,92,500	4,49,25,000

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

Particulars	31.03.2014		31.03.2013	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	44,92,500	4,49,25,000	14,97,500	1,49,75,000
Add : Public Issue during the year	20,00,000	2,00,00,000	29,95,000	2,99,50,000
Shares outstanding at the end of the year	64,92,500	6,49,25,000	44,92,500	4,49,25,000

Aggregate Number of Bonus Shares Issued during the period of five years immediately preceding the reporting date :

Particulars	31.03.2014		31.03.2013	
	Number	Rs.	Number	Rs.
Equity Shares of ` 10/- each allotted as fully paid up bonus shares by capitalisation of Share Premium	-	-	29,95,000	2,99,50,000
Total	-	-	29,95,000	2,99,50,000

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

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

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

Name of Shareholder	31.03.2014		31.03.2013	
	Number	%	Number	%
M/s. Radhasoami Securities Private Limited	6,00,000	9.24	6,00,000	13.36
M/s. S K B Finance Limited	17,71,200	27.28	17,71,200	39.43
Mr. K K Jhunjunwala	-	-	2,49,600	5.56
M/s. Radhasoami Resources Limited	5,10,000	7.86	5,10,000	11.35

3. RESERVES AND SURPLUS

Particulars	31.03.2014		31.03.2013	
	Rs.		Rs.	
Share Premium				
Opening Balance		1,70,75,000		470,25,000
Add : Amount Raised by Public Issue		80,00,000		(2,99,50,000)
Closing Balance		2,50,75,000		1,70,75,000
Surplus in Profit & Loss Statement				
Opening balance		12,49,920		6,42,504
Add: Net Profit for the year		2,50,550		6,07,416
Closing Balance		15,00,470		12,49,920
Total		2,65,75,470		1,83,24,920



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

4. DEFERRED TAX LIABILITY

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Deferred Tax Liability on account of Depreciation	3,555	3,555
Total	3,555	3,555

5. TRADE PAYABLES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Liability for Creditors	41,62,691	4,25,000
TDS Payable	12,080	-
Audit Fees Payable	20,000	30,000
Total	41,94,771	4,55,000

6. SHORT TERM PROVISIONS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Provision for Income Tax	1,49,170	2,61,000
Total	1,49,170	2,61,000

7. NON-CURRENT INVESTMENTS

Particulars	Number of Shares	Face Value	31.03.2014	31.03.2013
			Rs.	Rs.
Quoted Equity Shares (Fully Paid-Up)				
Blue Circle Services Limited	300	10	24,108	24,108
JMD Telefilms Industries Limited	10,24,537	10	1,92,91,120	1,92,91,120
Meenakshi Enterprises Limited	100	10	1,000	-
Pondy Oxides & Chemicals Limited	1,747	10	47,580	47,580
Ravi Kumar Distilleries Limited	36,000	10	4,14,574	4,14,574
RPP Infraprojects Limited	25,000	10	17,84,307	17,84,307
Unisys Softwares & Industries Limited	5,650	10	12,21,545	12,21,545
Ruby Traders & Exporters Limited	100	10	1,000	-
Mahindra & Mahindra Limited	45	10	-	39,893
Punjab National Bank	30	10	-	26,407
SBI	25	10	-	54,186
Un-Quoted Equity Shares (Fully Paid-Up)				
Carewell Industries Private Limited	98,000	10	10,00,000	10,00,000
Subhlabh Share Brokers Private Limited	50,000	10	5,00,000	-
Sigma Pvt Ltd	75,000	10	7,50,000	-
Total			2,50,35,234	2,39,03,720

8. LONG TERM LOANS & ADVANCES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
(a) Security Deposits		
Unsecured, Considered Good		
Interest Free Refundable Deposits	2,80,00,000	2,30,00,000
(b) Loans		
Unsecured, Considered Good		
Loans to Bodies Corporates	-	39,00,000
(C)Advances		
Recoverable in Cash or Kind or value to be considered	5,00,000	-
Total	2,85,00,000	2,69,00,000



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

9. OTHER NON CURRENT ASSETS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Share Issue Expenses	-	76,800
Public Issue Expenses	38,71,740	6,94,653
Preliminary Expenses	-	5,896
K. Palaniswamy	-	30,00,000
Mi Contacts.Com	-	38,000
P. Kokilapriya	-	5,00,000
Total	38,71,740	43,15,349

10. TRADE RECEIVABLES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Outstanding for a period of less than six months from the date they are due for payment		
Unsecured, Considered Good	8,60,500	-
Total	8,60,500	-

11. CASH AND CASH EQUIVALENTS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Balances with Scheduled Banks		
In Current Account With HDFC Bank	26,35,084	6,12,440
In Current Account With Kotak	-	33,169
In Current Account With Vijaya Bank	63,382	-
In Fixed Deposits with HDFC Bank	50,00,000	-
Cash in hand	2,04,725	30,698
Total	79,03,192	6,76,307

12. SHORT TERM LOANS & ADVANCES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
(a) Loans		
Unsecured, Considered good	1,63,39,800	-
(b) Advances		
Recoverable in Cash or Kind or value to be considered		
Media Advances	1,07,43,787	28,00,000
TDS Receivable	2,03,297	13,619
Input Service Tax	1,58,020	-
Interest Receivable on FD	2,99,480	-
Interest Receivable on Loans	7,16,359	-
Others	-	2,00,000
Total	284,60,743	30,13,619

13. OTHER CURRENT ASSETS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Share Issue Expenses	32,000	25,600
Public Issue Expenses	4,08,056	1,73,663
Preliminary Expenses	-	1,964
ACE Enterprises	-	35,00,000
Interest Receivable	-	5,54,355
ITI Financial Services	-	442
Prepaid Expenses	13,239	-
Total	4,53,295	42,56,024



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

14. FIXED ASSETS

Particulars	Air Conditioner (Rs.)	Laptop (Rs.)	Motor Vehicles (Rs.)	Total (Rs.)
Net Block				
As on 1st April 2012	41,843	30,690	10,07,780	10,80,313
Additions during the year	-	-	-	-
Depreciation during the year	(6,276)	(18,414)	(1,51,167)	(1,75,857)
As at 31st March 2013	35,567	12,276	8,56,613	9,04,456
Additions during the year	-	-	-	-
Depreciation during the year	(5,335)	(7,366)	(1,28,492)	(1,41,193)
As at 31st March 2014	30,232	4,910	7,28,121	7,63,263

15. OTHER INCOME

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Interest Receipts	9,18,149	6,42,881
Dividend Income	65,474	1,46,320
Profit/(Loss) on Sale of Investments	11,711	(1,11,844)
Interest on FD	3,32,755	-
Other Income	-	703
Total	13,28,089	6,78,060

16. CHANGES IN STOCK-IN-TRADE, WIP & FINISHED GOODS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Opening Stock of Securities	-	2,77,98,465
Less : Closing Stock of Securities	-	-
(Increase) /Decrease	-	2,77,98,465

17. EMPLOYEE BENEFIT EXPENSES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Salaries & Bonus	3,52,000	2,66,000
Director's Remuneration	1,50,000	60,000
Staff welfare expense	3,731	2,662
Total	5,05,731	3,28,662

18. FINANCE COST

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Interest on OD	1,15,778	-
Bank Charges	6,472	512
Total	1,22,250	512



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

19. ADMINISTRATION EXPENSES

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Advertisement & Publicity	11,390	-
Payment to Auditor		
Statutory Audit Fees	20,000	20,000
Tax Audit Fees	-	-
Commission & Brokerage	22,479	-
Conveyance Expenses	2,476	2,723
Courier & Postage	5,388	-
Electricity Expenses	5,300	-
General Expenses	2,366	-
Marketing Making-Fees	1,00,000	-
NSDL & CDSL Charges	43,822	-
Office Rent	16,336	-
Vehicle Maintenance & Insurance	5,858	20,435
Professional Fees	1,68,939	31,313
Printing & Stationery	7,477	4,075
Preliminary Expenses w/off	7,860	1,964
Public Issue Expenses	4,08,056	-
Travelling & Boarding Charges	1,00,003	69,989
Filing Fees	25,690	7,164
RTA Expenses	16,854	-
Office Maintenance Expenses	-	1,392
Transaction Charges	307	2,665
Postage & Courier	-	850
Website Expenses	4,650	14,500
Share Issue Expenses W/Off	70,400	25,600
Telephone Charges	32,784	10,671
Total	10,78,435	2,13,340

20. Basic & Diluted EPS

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Net Profit for the Current Period	2,50,550	6,07,416
Weighted Average Nos. of Shares	61,63,733	44,92,500
Basic & Diluted EPS	0.04	0.14

21. CONTINGENT LIABILITIES & COMMITMENTS : NIL

22. ADDITIONAL INFORMATION DISCLOSED AS PER PART II OF THE COMPANIES ACT, 1956 : NIL

23. IPO DETAILS

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

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014****24. IPO PROCEEDS AND NET PROCEEDS**

Particulars	Amount (Rs.)
Issue Proceeds	280,00,000
Less : Issue Related Expenses	46,87,000
Net Proceeds	233,13,000

25. UTILISATION OF THE NET PROCEEDS

Particulars	Amount (Rs.)
Work-In-Progress for Media Contents	40,00,000
Security Deposit and Advances against Media Contents	55,51,000
FD with HDFC Bank	50,00,000
Repayment of Advances	24,00,000
Loans On Interests	55,00,000
Investment in Shares	7,50,000
Balances in Current Accounts	1,12,000

26. SEGMENT REPORTING

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

27. AMOUNT DUE FROM/TO COMPANY /FIRM IN WHICH DIRECTORS ARE INTERESTED: NIL**28. TRANSACTION WITH RELATED PARTIES :**

Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount in Rs.	
			Current Year	Previous year
Saraa Media Works Private Limited	Common Directorship	Media Advances	40,00,000	Common Directorship
SagarOnsys Institute of Gaming Multimedia and Animation Pvt Ltd	Common Directorship	Investment in Equity Shares	7,50,000	Common Directorship
Dinanath ShyamSundar	Key Managerial Personnel	Remuneration	1,50,000	Key Managerial Personnel

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

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

AS PER OUR REPORT OF EVEN DATE

FOR N. KANODIA & CO.

Chartered Accountants

Sd/-

NIKUNJ KANODIA

Proprietor

M. No : 069995

FRN. 327668E

Place : Chennai

Date : 27th May, 2014

For and on Behalf of the Board

Sd/-

VINAY ANAND

Executive Director

Place : Chennai

Date : 27th May, 2014

Sd/-

BASKARAN SATHYA PRAKASH

Director



CIN : U72900TN2008PLC067982
 Reg. Off.: Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008
 (T) (91)- 044-43555227 (F) (91) -044-42134333 Web: <http://www.onesourcetechmedia.com> Email: onesourcetechmedialtd@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

6TH ANNUAL GENERAL MEETING ONFRIDAY, 29TH AUGUST, 2014 AT 11.00 A.M
 at Sindur Pantheon Plaza, 4th Floor, 346, PantheonRoad, Egmore, Chennai- 600 008

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

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

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



CIN : U72900TN2008PLC067982
 Reg. Off.: Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008
 (T) (91)- 044-43555227 (F) (91) -044-42134333 Web: <http://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 OnesourceTechmedia Limited, hereby appoint

1. Name : _____ Email Id : _____
 Address : _____
 or failing him
2. Name : _____ Email Id : _____
 Address : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixth Annual General Meeting of the Company to be held on Friday, 29th August, 2014 At 11.00 A.M. at the registered office of the Company situated at Sindur Pantheon Plaza, 4th Floor, 346, Pantheon Road, Egmore, Chennai- 600 008 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

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

Special Business:

3. Appointment of Mr. S.G.F Melkhasingh as Independent Director,
4. Appointment of Mr. BaskaranSathya Prakash as Independent Director,
5. Appointment of Mr. Vinay Anand as Executive Director for a period from 20th January, 2014 To 19th January, 2017,
6. Granting of Borrowing Powers Under Section 180(1)(c) of The Companies Act, 2013,
7. Granting of powers to create Charge on Company's Properties Under Section 180(1)(a) of The Companies Act, 2013 and
8. Granting of powers to make loans or investments and to give guarantees or to provide security Under Section 186 of The Companies Act, 2013.

Signed this _____ day of _____ 2014

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note:

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

BOOK POST

If undelivered Return to:

Onesource Techmedia Limited

Sindur Pantheon Plaza, 4th Floor,
346 Pantheon Road, Egmore,
Chennai – 600 008, Tamil Nadu

(T) (91)- 044-4355227

(F) (91) -044-42134333