

# ONESOURCE INDUSTRIES AND VENTURES LIMITED

(Formerly Known as Onesource Ideas Venture Limited)

CIN: L46201TN1994PLC097983

Registered Office Address: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore,  
Chennai, Tamil Nadu- 600008

Corporate Office Address: 35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mpsrtc Depo 7,  
M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India- 462004

Email Id: cs@osivl.com

Contact No: 9685634568

Website: www.osivl.com

**Date:** 03<sup>rd</sup> December, 2024

To,

**The BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Scrip Code: 530805**

**Subject: Submission of Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot by means of remote e-voting for seeking approval of Members of the Company for the business as specified in the Postal Ballot Notice dated 28<sup>th</sup> November, 2024 (the "Notice"). Accordingly, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Postal Ballot.

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or Depository(ies)/ Depository Participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the RTA as on Friday, November 29, 2024.

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	From 9.00 a.m. (IST) on Wednesday, 04 <sup>th</sup> December, 2024
<b>End of remote e-voting</b>	Till 5.00 p.m. (IST) on Thursday, 02 <sup>nd</sup> January, 2025

The Company has engaged the services of Purva Sharegistry (India) Private Limited ("Purva") as the agency to provide remote e-voting facility.

The Notice will also be hosted on the website of the Company at [www.osivl.com](http://www.osivl.com).

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Kindly take the same on record and oblige.

Thanking you,  
Yours faithfully,

**For, ONESOURCE INDUSTRIES AND VENTURES LIMITED  
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**CS NEHA RAVI PRAJAPATI  
Company Secretary and Compliance Officer  
M. No: A67093**

**Encl.: As above**

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## **POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 along with subsequent circulars issued in this regard and the latest Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out in this Postal Ballot Notice ("Notice") are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process ("E-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system only.

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided remote e-voting facility, to its Members to enable them to cast their votes electronically.

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For this purpose, the Company has engaged the services of Purva Sharegistry (India) Private Limited as the agency to provide remote e-voting facility.

In compliance with all the applicable Circulars issued by MCA and Securities Exchange Board of India ('SEBI') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s)/RTA as on Friday, 29<sup>th</sup> November, 2024 ("Cut-off date"). It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only. If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, and remote e-Voting instructions.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote E-voting process, not later than 05.00 PM IST on Thursday, 02<sup>nd</sup> January, 2025. The Remote E-voting facility will be blocked by Purva Sharegistry (India) Private Limited immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms are being dispatched and shareholders can vote only through remote E-Voting process.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors ("Board") of the Company, at its meeting held on Thursday, 28<sup>th</sup> November, 2024 has appointed Ms. Pooja Gwalani, Practicing Company Secretary ACS-29004, CP No. 13876, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot. The results of the Postal Ballot shall be posted on the Company's website viz. [www.osivl.com](http://www.osivl.com) and on Purva

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Sharegistry (India) Private Limited website viz. <https://evoting.purvashare.com> besides communicating to the BSE Limited, the Stock Exchange where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e., Thursday, 02<sup>nd</sup> January, 2025.

**By the Order of the Board**

**For, ONESOURCE INDUSTRIES AND VENTURES LIMITED**

**(Formerly Known as Onesource Ideas Venture Limited)**

**Sd/-**

**CS NEHA RAVI PRAJAPATI**

**Company Secretary and Compliance Officer**

**M. No: A67093**

**Date: 28<sup>th</sup> November, 2024**

**Place: Chennai**

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## **SPECIAL BUSINESSES:**

### **ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**

#### **RESOLUTION 1:**

**TO REGULARISE MR. RAHUL KUMAR LALWANI (DIN: 10768522) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rahul Kumar Lalwani (DIN: 10768522) who was appointed as an Additional Director of the Company with effect from 07<sup>th</sup> October, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Rahul Kumar Lalwani (DIN: 10768522), to continue as Non-Executive Independent Director of the Company for the remaining period of his term of 5 years.”

**“RESOLVED FURTHER THAT** Mr. Rahul Kumar Lalwani (DIN: 10768522), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 07<sup>th</sup> October, 2024.”

**“RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may

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be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

## **RESOLUTION 2:**

**TO REGULARISE MR. RITIK WAGH (DIN: 10768388) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ritik Wagh (DIN: 10768388) who was appointed as an Additional Director of the Company with effect from 07<sup>th</sup> October, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Ritik Wagh (DIN: 10768388), to continue as Non-Executive Independent Director of the Company for the remaining period of his term of 5 years.”

“**RESOLVED FURTHER THAT** Mr. Ritik Wagh (DIN: 10768388), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 07<sup>th</sup> October, 2024.”

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**“RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By the Order of the Board**

**For, ONESOURCE INDUSTRIES AND VENTURES LIMITED**

**(Formerly Known as Onesource Ideas Venture Limited)**

Sd/-

**CS NEHA RAVI PRAJAPATI**

**Company Secretary and Compliance Officer**

**M. No: A67093**

**Date: 28<sup>th</sup> November, 2024**

**Place: Chennai**



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## **NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 108 and 110 and of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the SEBI Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through remote e-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, 29<sup>th</sup> November, 2024 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the remote E-voting rights of the Members of the Company is Friday, 29<sup>th</sup> November, 2024 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through remote e-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The remote e-voting period starts on Wednesday, 04<sup>th</sup> December, 2024 at 9:00 AM IST and ends on Thursday, 02<sup>nd</sup> January, 2025 at 05:00 PM IST. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 29<sup>th</sup> Novembers, 2024.
5. The Board of Directors of the Company, at its Meeting held on Thursday, 28<sup>th</sup> November, 2024 appointed Ms. Pooja Gwalani, Practicing Company Secretary, ACS-29004 CP No. 13876, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot

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(remote e-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.osivl.com](http://www.osivl.com) and the website of Purva Sharegistry (India) Pvt. Ltd. i.e. <https://evoting.purvashare.com> and at the relevant sections of the website of the Stock Exchange on which the Shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com))

6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Thursday, 02<sup>nd</sup> January, 2025 as if the same has been passed at a General Meeting of the Members.
7. The decision of the Scrutinizer on the validity of the votes cast through remote e-voting in this regard shall be final and binding.
8. All relevant documents referred in the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on [cs@osivl.com](mailto:cs@osivl.com).
9. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form) is provided hereunder.
10. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address with the Company are requested to update their email addresses by writing to the Company at [cs@osivl.com](mailto:cs@osivl.com) along with the copy of the signed request letter in Form ISR - 1 mentioning the name and address of the member, self-attested copy of the PAN card linked with Aadhaar and self-attested copy of any document (Eg.: Driving License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and remote E-Voting instructions. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Those Members who have already registered their email addresses are requested to keep their email addresses

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validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.

11. Any queries/grievances pertaining to the remote E-voting process, you can write an email to [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in)

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

The remote e-voting period begins on **Wednesday, 04<sup>th</sup> December, 2024 at 9:00 AM IST** and ends on **Thursday, 02<sup>nd</sup> January, 2025 at 05:00 PM IST**. The remote e-voting module shall be disabled by Purva Sharegistry (India) Pvt. Ltd. for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Friday, 29<sup>th</sup> November, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 29<sup>th</sup> November, 2024**.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The voting period begins on Wednesday, 04<sup>th</sup> December, 2024 at 9:00 AM IST and ends on Thursday, 02<sup>nd</sup> January, 2025 at 05:00 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 i.e. Friday, 29<sup>th</sup> November, 2024** may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-</li></ol>

# ONESOURCE INDUSTRIES AND VENTURES LIMITED

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CIN: L46201TN1994PLC097983

Registered Office Address: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai, Tamil Nadu- 600008

Corporate Office Address: 35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mpsrtc Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India- 462004

Email Id: cs@osivl.com

Contact No: 9685634568

Website: www.osivl.com

	<p>Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</li></ol>

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	shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) 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. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example, if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"><li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

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- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVENT NO. for the relevant ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited) on which you choose to vote.

- (i) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (ii) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (iii) 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.
- (iv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (v) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the



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Company at the email address viz; [cs@osivl.com](mailto:cs@osivl.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)**

### **ITEM NO. 1.**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rahul Kumar Lalwani (DIN: 10768522), aged 38 years, as an Additional Director (Independent Director) of the Company, with effect from 07<sup>th</sup> October, 2024 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Rahul Kumar Lalwani (DIN: 10768522) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rahul Kumar Lalwani (DIN: 10768522) signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Rahul Kumar Lalwani (DIN: 10768522). In the opinion of the Board, Mr. Rahul Kumar Lalwani (DIN: 10768522) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Rahul Kumar Lalwani (DIN: 10768522) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Rahul Kumar Lalwani (DIN: 10768522) has Completed Bachler Degree in B.A. (Honours) and having more than 10 years of Experience in Economics, General Managements and Marketing Management.

The Sitting fees payable to Mr. Rahul Kumar Lalwani (DIN: 10768522) shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

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- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Rahul Kumar Lalwani (DIN: 10768522), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Rahul Kumar Lalwani (DIN: 10768522) as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

## **ITEM NO. 2**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ritik Wagh (DIN: 10768388), aged 24 years, as an Additional Director (Independent Director) of the Company, with effect from 7<sup>th</sup> October, 2024 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Ritik Wagh (DIN: 10768388) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ritik Wagh (DIN: 10768388) signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Ritik Wagh (DIN: 10768388). In the opinion of the Board, Mr. Ritik Wagh (DIN: 10768388) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Ritik Wagh (DIN: 10768388) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Ritik Wagh (DIN: 10768388) has Completed Bachelor of Technology (B.Tech) in Fundamentals of Manufacturing and having more than 2 years of Experience in General Managements and Research and training.

The Sitting fees payable to Mr. Ritik Wagh (DIN: 10768388) shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Ritik Wagh (DIN: 10768388), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

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The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Ritik Wagh (DIN: 10768388) as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

**By the Order of the Board**

**For, ONESOURCE INDUSTRIES AND VENTURES LIMITED**

**(Formerly Known as Onesource Ideas Venture Limited)**

**Sd/-**

**CS NEHA RAVI PRAJAPATI**

**Company Secretary and Compliance Officer**

**M. No: A67093**

**Date: 28<sup>th</sup> November, 2024**

**Place: Chennai**

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**The information required to be given for the Directors seeking appointment/ re-appointment to the Shareholders as per regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:**

<b>NAME OF APPOINTEES</b>	<b>Mr. Rahul Kumar Lalwani</b>	<b>Mr. Ritik Wagh</b>
<b>DIN</b>	10768522	10768388
<b>Designation</b>	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of Birth</b>	16/07/1986	15/06/2000
<b>Date of first appointment on Board</b>	07/10/2024	07/10/2024
<b>Qualification and experience in specific functional area</b>	Mr. Rahul Kumar Lalwani has Completed Bachler Degree in B.A. (Honours) and having more than 10 years of Experience in Economics, General Managements and Marketing Management	Mr. Ritik Wagh has Completed Bachelor of Technology (B.Tech) in Fundamentals of Manufacturing and having more than 2 years of Experience in General Managements and Research and training
<b>Directorship held in other companies</b>	NIL	NIL
<b>Membership/ Chairmanships of Committee in other Public Companies</b>	NIL	NIL
<b>Shareholding of Non-executive Director</b>	NIL	NIL

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<b>Relationships between Directors inter-se</b>	Not Applicable	Not Applicable
<b>Number of Board Meetings attended during financial year ending 31st March 2025 (from appointment as an additional director to till date)</b>	2 (Two)	2 (Two)
<b>Key terms and conditions of appointment</b>	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto
<b>Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot