

**ONESOURCE IDEAS VENTURE LIMITED**

**CIN: L74900TN1994PLC097983**

**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**

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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 that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), as amended and pursuant to other applicable laws and regulations, that the resolutions as set out in this Postal Ballot Notice (“Notice”), are proposed for approval by the Members of Onesource Ideas Venture Limited (“the Company”) by means of postal ballot (“Postal Ballot”) by voting through electronic means (“remote e-voting”) 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. For this purpose, the Company has engaged the services of Purva Sharegistry (India) Pvt. Ltd. as the agency to provide remote e-voting facility.

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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 19<sup>th</sup> July, 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 e-mail 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 Saturday, 24<sup>th</sup> August, 2024. The Remote E-voting facility will be blocked by Purva Sharegistry (India) Pvt. Ltd. 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, 18<sup>th</sup> July, 2024, has appointed Ms. Alpana Sethia, Practicing Company Secretary ACS-15758, CP No. 5098, 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 Sharegistry (India) Pvt. Ltd. website viz. <https://evoting.purvashare.com> besides communicating to the BSE Limited, the Stock

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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., Saturday, 24<sup>th</sup> August, 2024.

**By Order of the Board of Directors  
For, ONESOURCE IDEAS VENTURE LIMITED**

**SD/-  
MR. VIBHU MAURYA  
DIN: 06458105  
MANAGING DIRECTOR**

**Place: Chennai**

**Date: July 18, 2024**

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**SPECIAL BUSINESSES:**

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

**RESOLUTION 1:**

**SUB-DIVISION/SPLIT OF FACE VALUE OF 1 EQUITY SHARE OF THE  
FACE VALUE OF RS. 10/- PER SHARE INTO 1 EQUITY SHARES OF FACE  
VALUE OF RE. 1 /- PER SHARE:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and pursuant to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from concerned statutory authorities and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to subdivide/split the Equity Shares of the Company such that 1(One) Equity Share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub-divided / split into 1 (One) Equity Shares having face value of Re. 1/- (Rupee One Only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorized by the Board) of the Company.

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**RESOLVED FURTHER THAT** on sub-division, 1 (One) Equity Shares of face value of Re. 1/- each be issued and substituted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are issued.

**RESOLVED FURTHER THAT** upon Sub-division of the Equity Shares as aforesaid and with effect from the Record Date (to be fixed by the Board):

- a. In the case of Equity Shares held in physical form, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date to be fixed by the Board. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), shall directly issue and dispatch the new Share Certificates /Letter of confirmations of the Equity Shares of the face value of Re. 1/- (Rupees One Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the prescribed timelines as per the act or that may be prescribed in this behalf, from time to time subject to the provisions of Companies (Share Capital and Debentures) Rules 2014, and
- b. in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary demat accounts of the Shareholders with their Depository Participant(s) viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), in lieu of the existing credits present in their respective beneficiary demat account(s) before sub- division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this

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regard at any stage at the time of sub-division / Split of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulties that may arise with regard to sub-division / split of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

**RESOLUTION 2:**

**ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

V. The Share Capital of the Company is **Rs. 5,00,00,000/- (Rupees Five Crores Only)** divided into **5,00,00,000 (Five Crores)** equity shares of **Re.1/- (Rupee One Only)** each

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may

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be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

**RESOLUTION 3:**

**INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND  
AMMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF  
THE COMPANY**

To consider and if thought fit, to accord assent or dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members of the company, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Re. 1/- (Rupee One) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) consisting of 55,00,00,000 (Fifty Five Crores) Equity Shares of Re. 1/- (Rupee One) each by creation of additional Equity Shares of Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each, ranking pari passu in respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Share Capital of the Company is **Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 55,00,00,000 (Fifty Five Crores) equity shares of Re. 1 /- (Rupee One Only) each**

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**RESOLVED FURTHER THAT** the Managing Director/Wholetime Director/Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

**RESOLUTION 4:**

**SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Madhya Pradesh.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**RESOLUTION 5:**

**ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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



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**“RESOLVED THAT** pursuant to the provisions of Section 12 & Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, the consent of the Members be and is hereby accorded for the alteration of the Situation Clause of the Memorandum of Association of the Company by replacing Clause no. II with the below mentioned clause;

II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**RESOLUTION 6:**

**ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded for alteration in Object Clause of Memorandum of Association of the Company by replacing the existing Clause III(A) and here after the new Clause III(A) is read as under :

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

1. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import,

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- export, distribute, sale, purchase or deal in agriculture produce of all description like fruits, vegetable, seeds, cereals ,pulses , wholesale of edible oil, oil seeds, spices, organic products and herbal products, animal feeds and to do trading of the agri-commodities whether perishable or nonperishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items, deal in all types of pesticides, insecticides, fungicides, sips sprays, centrifuges, medicines drugs and scientific chemicals or any nature used or capable of being used in the pharmaceutical Industry, agricultural chemicals, petro chemicals, industrial chemicals or any mixtures, derivatives, and compounds thereof.
2. To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts and all types of government tenders relating to construction, Infra based solar supplies ,Agro Commodities, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, Construction of roads, supply of manpower services.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is/are hereby authorized jointly and/or severally to make necessary alterations/modification in the Memorandum of Association to give effect to the above resolution and to execute, sign and file the required documents/ returns/forms with Registrar of Companies and to make necessary corrections/ modifications/ alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration.”

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**RESOLUTION 7:**

**CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL  
AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND  
ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from ONESOURCE IDEAS VENTURE LIMITED to “ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available and approved.

**“RESOLVED FURTHER THAT** I Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new I clause:

“I. The Name of the Company is ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available and approved”.

**“RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Chennai, consequent upon change of name, the old name ONESOURCE IDEAS VENTURE LIMITED wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name “ONESOURCE

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INDUSTRIES AND VENTURES LIMITED” or “OIVL INDUSTRIES LIMITED” or any other name as available and approved.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Chairman and Managing Director and/ or Wholetime Director and/ or the Company Secretary of the as delegated by the Board, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.”

**RESOLUTION 8:**

**ALTERATION OF MEMORANDUM OF ASSOCIATION (“MOA”) AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** that pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded subject to the approval of regulatory authorities for Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013 such that Following Clause be altered and amended as follows:

- A) Clause III (B) of the Objects clause of the Memorandum of Association of the Company be titled as ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE’.

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**Contact No: 9685634568**

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B) Clause III (C) be deleted and ‘Other Objects ‘with Clause III (C)-‘Objects Incidental or Ancillary to the attainment of the Main Objects’ to appear under new Clause III(B) ‘Matters which are necessary for furtherance of the objects specified in Clause III(A) are’ and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** necessary revision in numbering, addition, deletion of clauses be made which were earlier stated in “Ancillary Objects or “Other Objects” and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and make such alterations as required by requisite authorities and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

**RESOLUTION 9:**

**REGULARISATION OF MR. NAISHADH DINESHBHAI MODI (DIN: 06538916) AS EXECUTIVE DIRECTOR OF THE COMPANY.**

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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements)

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Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Naishadh Dineshbhai Modi (DIN: 06538916) who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> July, 2024 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Executive) of the Company, whose period of office will be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, steps and things as it may deem necessary to give effect to the above mentioned resolution.”

**By Order of the Board of Directors  
For, ONESOURCE IDEAS VENTURE LIMITED**

**SD/-  
MR. VIBHU MAURYA  
DIN: 06458105  
MANAGING DIRECTOR**

**Place: Chennai  
Date: July 18, 2024**

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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 Ordinary & 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 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, 19<sup>th</sup> July, 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, 19<sup>th</sup> July, 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 Friday, 26<sup>th</sup> July, 2024 at 9:00 AM IST and ends on Saturday, 24<sup>th</sup> August, 2024 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, 19<sup>th</sup> July, 2024.
5. The Board of Directors of the Company, at its Meeting held on Thursday, 18<sup>th</sup> July, 2024 appointed Ms. Alpana Sethia, Practicing Company Secretary, ACS-15758 CP No. 5098, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot (remote

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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 Saturday, 24<sup>th</sup> August, 2024 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 evoting 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



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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 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 **Friday, 26th July, 2024 at 9:00 AM IST and ends on Saturday, 24th August, 2024 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, 19<sup>th</sup> July, 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, 19<sup>th</sup> July, 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 Friday, 26th July, 2024 at 9:00 AM IST and ends on Saturday, 24th August, 2024 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, 19th July, 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.

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.

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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 CDSL Depository	<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 cdsl 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-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</li></ol>

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	<p>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>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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</li></ol>

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	hold with NSDL), Password/OTP and a Verification Code as 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**

<b>Login type</b>	<b>Helpdesk details</b>
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

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**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.**

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>

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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>
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- (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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the One Source Ideas Venture Limited on which you choose to vote.
- (v) 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.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

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- 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 Company at the email address viz; [cs@osivl.com](mailto:cs@osivl.com) (designated email address by company), 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.



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If you have any queries or issues regarding 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 Sharegistry (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:**

Presently, the Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-Up Capital of the Company is divided into 30,75,000 (Thirty Lakhs Seventy Five Thousand Only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each amounting to Rs. 3,07,50,000/- (Rupees Three Crore Seven Lakh Fifty Thousand Only).

The Equity shares of the Company are listed and are being traded on BSE Limited.

In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors the Board of Directors of the Company at its Meeting held on Thursday July 18, 2024 recommended to sub-divide each existing equity share of face value of Rs. 10/- into 1 equity shares of face value of Re. 1/- subject to approval of the Members, pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. In the opinion of the Board, the proposed sub-division of the equity shares is in the best interest of the Company and its investors

The record date for the aforesaid sub-division of equity shares will be fixed by the Board after the approval of the members is obtained.

**ONESOURCE IDEAS VENTURE LIMITED**

CIN: L74900TN1994PLC097983

Registered Office Address: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road,  
Egmore, Chennai, Tamil Nadu- 600008Corporate Office Address: 35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mpsrtc Depo 7,  
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Email Id: cs@osivl.com

Contact No: 9685634568

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This formatting ensures clarity and separation between the different points discussed in the paragraph.

Type of Capital	Pre Sub- Division of Share Capital			Post Sub-Division of Share Capital		
	No of Equity shares	Face Value	Total Share Capital (Rs.)	No of Equity shares	Face Value	Total Share Capital (Rs.)
Authorized Share Capital	50,00,000	10	5,00,00,000	5,00,00,000	1	5,00,00,000
	<b>Total</b>		<b>5,00,00,000</b>	<b>Total</b>		<b>5,00,00,000</b>
Issued Subscribed and paid up Share Capital	30,75,000	10	3,07,50,000	3,07,50,000	1	3,07,50,000
	<b>Total</b>		<b>3,07,50,000</b>	<b>Total</b>		<b>3,07,50,000</b>

The sub-division of equity shares proposed under item No. 1 of this Notice shall also require amendment to the existing Clause V, Capital Clause of the Memorandum of Association of the Company to effect the change in the face value of equity share from Rs. 10 (Rupees Ten) to Re. 1 (Rupee One) each as set out under item no. 1 of this Notice.

Pursuant to Sections 13, 14, 61, 64 and other applicable provisions of the Act and the Rules made thereunder, approval of the members of the company is sought by way of an Ordinary Resolution for sub-division and carrying out an amendment to Clause V, Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out at Item No.1 of the Notice except to the extent of their shareholding in the company, if any.

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**Item No.2**

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 10(Ten) equity shares of Re. 1/- (Rupees One Only) each requires amendment in Capital Clause of Memorandum of Association of the Company to reflect change in the face value of Equity Shares of the Company.

Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub- division from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crore Only) Equity Shares of Re. 1/- (Rupees One Only) each

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, 24<sup>th</sup> August, 2024.

**Item No. 3:**

After Split of the Shares the Authorized share capital of the company will be Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares having a face value of Re. 1/- each, and the paid-up share capital of the Company is Rs. 3,07,50,000/- divided into 3,07,50,000 equity shares of Re. 1/- each.

To augment any expansion programe of the Company, it is proposed to increase the Authorised Share Capital of the company to accommodate any share issue etc., in the future by creation of additional Equity Shares of Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Re. 1/-

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(Rupee One Only) each, ranking pari passu in respect with the existing Equity Shares of the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, 24<sup>th</sup> August, 2024.

**Item No. 4 & 5:**

For administrative and operational convenience. It will be in the best interest of Company to shift the registered office of the Company from the state of Tamil Nadu to the State of Madhya Pradesh. Subject to the approval for the foregoing resolution, there arises a need to alter the Situation Clause of the Memorandum of Association of the Company thereby effecting the shifting of registered office of the Company from the State of Tamil Nadu to the State of Madhya Pradesh. Accordingly, your Board of Directors have proposed to amend its situation clause in the Memorandum of Association and recommend this resolution for your approval.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders. In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director)

After obtaining shareholders approval, a petition is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the registered office from the State of Tamil Nadu to the State of Madhya Pradesh.

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None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution except to the extent to their shareholding in the Company, if any. Hence, the Board members hereby recommend and seek approval of members for the Item No. 4&5 by way of special resolution.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, 24<sup>th</sup> August, 2024.

**Item No. 6**

The Company is on verge of expansion in view of the prevailing market condition, the Company intends to undertake the business of Agriculture Products and tenders. In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of Special Resolution is a prerequisite to amend the objects clause of the Company. Hence, the Board members hereby recommend and seek approval of members for the Item No. 6 by way of special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution except to the extent to their shareholding in the Company, if any.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, 24<sup>th</sup> August, 2024.

**Item No. 7**

To change the name from Onesource Ideas and Venture Limited to ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available.

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The Company is on verge of business expansion and plans to enter into new activities which necessitates the Company to make consequent change in Name Clause of Memorandum of Association of the Company to be in line with its Object Clause which is also proposed for approval of members. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

Accordingly, the consent of the Members by way of Special Resolution is being sought for change of name of the company from Onesource Ideas Venture Limited ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available. The Board of Directors is of the Opinion that the proposed change of name is in the interest of the Company.

Also, in accordance with the Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from our statutory auditors, M/s. S V J K and Associates confirming the compliance by the Company with the conditions mentioned under sub-regulation 1 of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

None of the Directors and Key Managerial Personnel of the Company and their relatives in any way deemed to be concerned or interested in this special resolution as set out in the notice. Hence, the Board members hereby recommend and seek approval of members for the Item No. 7 by way of special resolution.

**Item No: 8**

Upon enactment of the Companies Act, 2013, (“Act”) the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. main objects.
2. Matters which are necessary for furtherance of the main objects.

It is proposed to amend the Main objects of the Company partially to align the same with the present business activities and would include matters which are necessary for furtherance of main objects in Clause III(B). It is proposed to delete the other businesses, which were earlier stated in “Other Objects” and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of

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the Companies Act, 2013. Accordingly, the existing Clause III B and Clause III C of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III B with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting and more particularly enumerated in the resolution.

The Board of Directors at their meeting held on 18<sup>th</sup> July 2024 has approved subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. The Board recommends for approval by the members the resolution as set out at Item No. 8 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 8 of the Notice.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, 24<sup>th</sup> August, 2024.

**Item No. 9**

Mr. Naishadh Dineshbhai Modi has been appointed by the Board as an Additional Director (Executive) w.e.f. 18<sup>th</sup> July, 2024 to hold the office till the Annual General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting. Mr. Naishadh Dineshbhai Modi satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. Mr. Naishadh Dineshbhai Modi is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

Broad particulars of the terms are as under: Nature of Duties: The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.



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Profile of Mr. Naishadh Dineshbhai Modi is as under:

Mr. Naishadh Dineshbhai Modi has More than Decade of experience in the field of Finance Accounting and taxation.

Remuneration shall be paid applicable sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act), Applicable rules Read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Naishadh Dineshbhai Modi (DIN: 06538916), requires approval of the Members by way of Ordinary resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of to Mr. Naishadh Dineshbhai Modi (DIN: 06538916) for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his/her induction on the Board would be of immense benefit to the Company and it is desirable to avail his/her services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 9 of the Notice above by way of Ordinary resolution. Except Mr. Naishadh Dineshbhai Modi (DIN: 06538916), none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors  
For, ONESOURCE IDEAS VENTURE LIMITED**

**SD/-  
MR. VIBHU MAURYA  
DIN: 06458105  
MANAGING DIRECTOR**

**Place: Chennai  
Date: July 18, 2024**

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**CERTIFICATE OF COMPLIANCE IN TERMS OF REGULATIONS 45(1) OF  
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR CHANGE  
OF NAME OF ONESOURCE IDEAS VENTURE LIMITED**

**TO WHOMSOEVER IT MAY CONCERN**

We, **M/S. S V J K AND ASSOCIATES.**, Chartered Accountants have verified the relevant records and documents of M/s. ONESOURCE IDEAS VENTURE LIMITED ("the Company") for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its change of name to **ONESOURCE INDUSTRIES AND VENTURES LIMITED** or **OIVL INDUSTRIES LIMITED** or any other name as approved by ROC.

In accordance with the information and explanations given to us and based on our examination of the records and documents of the company, we hereby confirm and certify that the company is in compliance with the following conditions as specified in Regulation 45(1) of the Listing Regulation:

- a) a time period of at least one year has elapsed from the last name change:

The Company has last changed its name on Twenty Sixth day of June Two Thousand Fourteen since then Company has not changed its name.

- b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name –

<b>Sr. No.</b>	<b>Particulars</b>	<b>Post income (F.Y 23-24) ( In Lacs )</b>	<b>Percentage (%)</b>
1.	Revenue From Operations	809.99	97.15
2.	Other Income	23.79	2.85
	<b>TOTAL REVENUE</b>	833.78	100.00

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Note: More than 50% of the Revenue from the preceding financial year 2023-24 comes from activity i.e Whole sale and retail trade in Agricultural Commodities.

- c) The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity: Not Applicable.

**For SVJK and Associates  
Chartered Accountants  
Firm Reg no. 135182W**

**Reeturaj Verma  
Partner  
M.NO.193951  
UDIN: 241935991BKAFNK9973**

**Date: 18<sup>th</sup> July, 2024  
Place: Ahmedabad**

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**Additional information in respect of Appointment of**

MR. NAISHADH DINESHBHAI MODI

<b>Particulars</b>	Mr. Naishadh Dineshbhai Modi
Date of Birth	25/07/1988
Age	36
Qualification	Graduate
Experience	More than Decade of experience in the field of Finance Accounting and taxation
Terms and Conditions of Appointment	Appointed as an director in the capacity of an Executive Non Independent Director of the Company
Remuneration drawn during FY 2023-24	N.A
Date of first appointment on the Board	18 <sup>th</sup> July, 2024
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	None
Direct or indirect pecuniary relationship with the Company, other than remuneration	None
Number of Board Meetings attended during FY 2022-23 (up to the date of the Notice)	None
Directorship(s) in other companies	As per Annexure
Membership(s) / Chairmanship(s) of Board Committees of other companies	None

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**Annexure I**

Name	CIN	Designation	Date of Appointment
TROPICAL PHARMA CHEM PRIVATE LIMITED	U24299GJ1997PTC031429	Director	07/08/2013
HYGENIC PALM OIL LIMITED	U15201GJ1996PLC031162	Director	15/05/2014