

**ONESOURCE INDUSTRIES AND VENTURES LIMITED**  
*(Formerly Known as Onesource Ideas Venture Limited)*

**NOTICE**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Members of ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited) will be held on Tuesday, September 30, 2025 at 11:00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means (“VC” / “OAVM”), to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 comprising of the Balance Sheet as at March 31, 2025, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.

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

**“RESOLVED THAT** an Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025 consisting of Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement along with accounting policies and notes forming part of accounts of the Company for the year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors (the Board) and Auditors thereon be approved and adopted.”

**2. APPOINTMENT OF MR. SACHIN MAURYA (DIN: 05295874) AS DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint a director in place of Mr. Sachin Maurya (DIN: 05295874) who retires by rotation and being eligible, offers him-self for re- appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 152(6) of the Companies Act, 2013 and other applicable provision of the Act, read with rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for time being in force), Mr. Sachin Maurya (DIN: 05295874) liable to retire by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company.”

**“RESOLVED FURTHER THAT** any of the present directors of the company be and is hereby authorized to do such acts, deeds and to submit any documents to concern authority if required, in order to give effect to said resolution.”

**3. TO APPOINT NEW STATUTORY AUDITORS FOR THE CONSECUTIVE PERIOD OF FIVE (5) YEARS AND FIX THEIR REMUNERATION.**

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

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**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee to the Board, **M/s Sumit Ranka and Associates, Chartered Accountants (Firm Registration Number: 147837W)** be and is hereby appointed as Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of this 31<sup>st</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> AGM of the Company commencing from Financial Year 2025–26 to Financial Year 2029–30, at such remuneration plus applicable taxes and out of pocket expenses, to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of appointment, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

**4. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approvals, consents, permissions and sanctions as may be required from the appropriate authorities, the Articles of Association of the Company be and are hereby amended in the following manner:

In the existing Articles of Association, after the existing Article 17, a new Article 18 be inserted as under:

**"18. Power to Issue Further Securities**

The Board of Directors of the Company or the Company itself, as the case may be, may, in accordance with the provisions of the Companies Act, 2013, SEBI regulations (where applicable), and these Articles, issue further shares, debentures, bonds, warrants, or any other securities (convertible or non-convertible), in such manner, on such terms and conditions, and in physical and/or dematerialised form, as the Board may determine, including by way of preferential offer, private placement, rights issue, bonus issue, qualified institutions placement, or otherwise."

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**RESOLVED FURTHER THAT** the Board of Directors of the Company and any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution, including filing, signing, verifying and submitting all necessary forms (including e-forms), documents, papers and returns with the Registrar of Companies, Stock Exchange(s), SEBI or any other statutory authorities, as may be required, and to settle any question, difficulty or doubt that may arise in connection therewith.”

**5. ISSUE OF FULLY CONVERTIBLE WARRANTS TO NON-PROMOTER GROUP ENTITIES ON PREFERENTIAL BASIS**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”), and any other applicable laws, rules, regulations, circulars, notifications, orders or guidelines (including any amendment, re-enactment or modification thereof from time to time), the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions of regulatory and statutory authorities, as may be required, and such conditions and modifications as may be prescribed while granting such approvals, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, in one or more tranches, up to 6,63,14,344 (Six Crore Sixty Three Lakhs Fourteen Thousand Three Hundred and Forty Four) fully convertible warrants (“Warrants”), each Warrant convertible into or exchangeable for one (1) fully paid-up equity share of face value Re. 1/- (Rupee One only) (“Equity Share”), at an issue price of ₹6.10/- (Rupees Six Point One Zero Paise only) per Warrant (comprising a face value of Re. 1/- and premium of ₹5.10/-), aggregating up to ₹40,45,17,498/- (Rupees Forty Crore Forty Five Lakhs Seventeen Thousand Four Hundred and Ninety Eight Only) (“Total Issue Size”), on a preferential basis to the Non-Promoter Group entities listed below (“Proposed Allottees”):

Sr. No.	Name	Category	No. of Warrants
1	Jupiter Infomedia Limited	Non- Promoter	1,60,00,000
2	Daizy Wealthedge Advisors	Non- Promoter	90,00,000
3	Nevil Jayeshbhai Kamdar	Non- Promoter	7,500,000
4	Vihark Trading LLP	Non- Promoter	7,500,000
5	Shibhu Maurya	Non- Promoter	6,500,000
6	Viral Kapadia	Non- Promoter	6,000,000
7	Kapadia Bhumika V	Non- Promoter	2,500,000
8	Chandrakant V Lakhani	Non- Promoter	980,000
9	Shrey M Lakhani	Non- Promoter	980,000

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10	Manish V Lakhani	Non- Promoter	980,000
11	Shila M Lakhani	Non- Promoter	980,000
12	Nita C Lakhani	Non- Promoter	980,000
13	Vishan Das Tharani	Non- Promoter	250,000
14	Ketan A Shah	Non- Promoter	705,000
15	Jigar A Shah	Non- Promoter	705,000
16	Nisarg P Shah	Non- Promoter	705,000
17	Yash M Joshi	Non- Promoter	705,000
18	Madhukant J Joshi	Non- Promoter	705,000
19	Pinkline Financial Consultants LLP	Non- Promoter	1,639,344
20	Hitesh Kumar Loonia HUF	Non- Promoter	1,000,000

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the floor price for the issue and allotment of Warrants to be allotted to the above mentioned allottee(s) is Friday, 29 August 2025 (*i.e.* being the date, which is 30 days prior to proposed date of shareholders' meeting *i.e.* Tuesday, 30 September 2025, calculated in a manner as specified in SEBI ICDR Regulations).

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a. the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant;
- b. the minimum amount of Rs. 1.53 per Warrant, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 4.57 per Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ('Warrant Exercise Amount');
- c. the consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from its bank account(s);
- d. the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- e. the equity shares to be allotted on the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- f. the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- g. in terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined

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above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder;

- h. apart from the said right of adjustment mentioned above, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company;
- i. the Warrants so allotted to the Proposed Allottees shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- j. the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company. However, Warrant holders shall be entitled to any corporate action such as bonus shares, right issue, split or consolidation of shares etc. announced by the Company;
- k. the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- l. the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, such un-exercised Warrants shall lapse and the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- m. the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- n. the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

**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 other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval

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of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolution, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, applications to the government authorities, as may be necessary, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or any other person(s) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**6. APPOINTMENT OF MR. SHIBHU MAURYA (DIN: 09228868) AS A DIRECTOR OF THE**

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**COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Shibhu Maurya (DIN: 09228868), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23<sup>rd</sup> July 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this 31<sup>st</sup> Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

**7. APPOINTMENT OF MR. SHIBHU MAURYA (DIN: 09228868) AS THE EXECUTIVE DIRECTOR OF THE COMPANY DESIGNATED AS “MANAGING DIRECTOR AND CHAIRMAN” WITH EFFECT FROM 23<sup>RD</sup> JULY 2025 TO 22<sup>ND</sup> JULY 2030.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning, and basis the recommendation of the Nomination and Remuneration Committee (“NRC”) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Shibhu Maurya (DIN: 09228868) as the Managing Director (MD) of the Company for a period of 5 (five) Years with effect from 23<sup>rd</sup> July, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof as authorised in this regard be and is hereby authorised to alter, amend, ratify and vary the terms and conditions of the remuneration structure as may be agreed as deem fit within the overall remuneration.”

**RESOLVED FURTHER THAT,** Pursuant to provision of Companies Act, 2013 and Article no. 98(2) of Article of Association of the Company, Mr. Shibhu Maurya being Managing Director of the Company, be and is hereby appointed as Chairman of the Board and Company with effect from 04<sup>th</sup> September, 2025, unless decided otherwise at any subsequent meetings and he shall preside as chairman at all the General Meetings of members of the Company unless elected otherwise.

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**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be (including any Committee thereof) and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**8. RE-DESIGNATION OF MR. SACHIN MAURYA (DIN: 05295874) FROM NONEXECUTIVE AND INDEPENDENT DIRECTOR TO NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors (the “Board”) of the Company, and in accordance with Section 196, 197 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), Regulations 17(1A), 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended and pursuant to the recommendations of Nomination and Remuneration Committee and approval of board, approval of members be is hereby accorded for re-designation of Dr. Sachin Maurya, the Non-Executive Independent Director to be redesignated as a Non-Executive Non-Independent Director w.e.f 7<sup>th</sup> October, 2024 whose terms of office shall be liable to retirement by rotation as per section 152(6) of the Companies Act, 2013.

**RESOLVED THAT** pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), the underlying rules (including any statutory modification(s) or reenactment(s) thereof for the time being in force), framework for remuneration to non-executive directors and subject to such approvals as may be required, availability of net profits at the end of each financial year and also the total remuneration payable during any financial year to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, consent of the Members be and is hereby accorded to pay compensation in the form of profit related commission to Dr. Sachin Maurya (DIN: 05295874) to be designated as Non-Executive, Non Independent of the Company, with effect from October 7, 2024.

**RESOLVED FURTHER THAT** approval be and is hereby accorded for payment sitting fees upto INR 1,00,000 per Board meeting and INR 50,000 per Committee meeting, and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid as applicable to Non-Executive Independent Directors.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

**9. TO APPOINT MS. ALPANA SETHIA AS THE SECRETARIAL AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION.**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) read with Circulars issued thereunder from time to time and other applicable provisions as amended time to time (including any Statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, Ms. Alpana Sethia, (Certificate of Practice No. 5098 and Peer Review Certificate No.: 2650/2022), be and are hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from financial year 2025-2026 till financial year 2029-2030 to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period on such remuneration, as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel 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 the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution 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.”

**10. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GREATER INDIA EXPORTS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall include any Committee thereof including the Audit

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Committee; for the time being exercising the powers conferred on the Board by this resolution) to enter in to transaction(s), contract(s), arrangement(s), which are material in nature (as per the definition of material related party transactions in the Listing Regulations) including for purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property and to provide business advances with an identified related party, Greater India Exports Private Limited for an amount not exceeding Rs. 1,00,00,000/- (Rupees One Crore only) in one or more tranches during the financial year 2025-26, provided however that transaction(s), contract(s), arrangement(s) so carried out shall all times be on arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to decide upon the terms and conditions for each tranche of the transaction, contract and arrangement.

**RESOLVED FURTHER THAT** the Board of Directors or the Company secretary or the Chief Financial Officer, be and are hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**11. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SADBHAV MINERALS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall include any Committee thereof including the Audit Committee; for the time being exercising the powers conferred on the Board by this resolution) to enter in to transaction(s), contract(s), arrangement(s), which are material in nature (as per the definition of material related party transactions in the Listing Regulations) including for purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property and to provide business advances with an identified related party, SADBHAV MINERALS PRIVATE LIMITED for an amount not exceeding Rs. 1,00,00,000/- (Rupees One Crore only) in one or more tranches during the financial year 2025-26, provided however that transaction(s), contract(s), arrangement(s) so carried out shall all times be on arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to decide upon the terms and conditions for each tranche of the transaction, contract and arrangement.

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**RESOLVED FURTHER THAT** the Board of Directors or the Company secretary or the Chief Financial Officer, be and are hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**12. TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), subject to such other approvals as may be required and on the basis of the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the Members, be and is hereby, accorded for payment of remuneration by way of Commission or otherwise to the Non-Executive Directors including the Independent Directors of the Company, appointed from time to time for a period of 5 (five) years, commencing from April 01, 2025 up to March 31, 2030, of a sum not exceeding 2% (Two percent) of the Net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, subject to the total managerial remuneration payable to all Directors of the Company in any financial year not exceeding the overall limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013, or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company (herein after referred as ‘Board’ which term shall include any duly authorized committee thereof) from time to time.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) the Board and other meetings being paid to the Non-Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**By Order of the Board**

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

**Date: September 04, 2025**  
**Place: Bhopal**

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**Notes:**

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022 read with General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 21/2021 dated December 14, 2021 read with General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 read with SEBI/HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the “SEBI Circulars”) have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“VC/OAVM facility”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC facility.
2. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 35 Block C Mansarovar Complex, 7 No Stop M P nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India, 462004.
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**  
In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 are also available on the Company's website ([www.osivl.com](http://www.osivl.com)) under ‘Investors’ section, website of the Stock Exchanges i.e., the BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and on the website of Purva Shareregistry (India) Pvt. Ltd. (<https://purvashare.com>). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 31<sup>st</sup> AGM of the Company, he/she may send request to the Company's email address at [cs@osivl.com](mailto:cs@osivl.com) mentioning Folio No./ DP ID, Client ID and the No. of shares held.
4. The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, August 29, 2025.
5. Books of the Company will remain closed from 24-09-2025 to 30-09-2025 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 30-09-2025.
6. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars and the SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility

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for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (“Act”) with respect to Item Nos. 4 to 8 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) 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, in respect of Directors seeking appointment/re-appointment at this AGM forms part of the Explanatory Statement. Requisite declarations have been received from the Directors seeking appointment/reappointment.
8. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode at least 15 minutes before and till 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Speaker Registration: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cs@osivl.com](mailto:cs@osivl.com) up to Saturday, September 27, 2025. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@osivl.com](mailto:cs@osivl.com)
12. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 31st AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at [alpanasethia@gmail.com](mailto:alpanasethia@gmail.com) with a copy marked to [support@purvashare.com](mailto:support@purvashare.com) and the Company at [cs@osivl.com](mailto:cs@osivl.com)

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13. Members desiring any information with regard to Annual Accounts/ Annual Report are requested to submit their queries addressed to the Company Secretary at [cs@osivl.com](mailto:cs@osivl.com) at least 10 (ten) days in advance of the AGM so that the information called for can be made available to the concerned shareholder(s).
14. Members are requested to direct notifications about change of name/address, email address, telephone/mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or in the Physical form to Purva Shareregistry (India) Pvt. Ltd., Registrar and Share Transfer Agent of the Company ("PURVA") at 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.
15. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding/trading.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. • For shares held in electronic form: to their Depository Participants ("DPs"); • For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- 17. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:**  
As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, 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 for assistance in this regard.
18. Members may note that SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the

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listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.refex.co.in](http://www.refex.co.in) and on the website of the Company’s Registrar and Transfer Agents Purva Shareregistry (India) Private Limited at [www.purvashare.com](http://www.purvashare.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

19. **NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Purva Shareregistry (India) Pvt. Ltd. at [support@purvashare.com](mailto:support@purvashare.com), in case the shares are held in physical form.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Non-Resident Indian members are requested to inform the Company’s RTA immediately of: i. Change in their residential status on return to India for permanent settlement. ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of postal address/ name, Permanent Account Number (‘PAN’) details, email address, telephone/mobile numbers, etc. to their Depository Participant, only and not to the Company/ the Company’s RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its RTA provide efficient and better service to the members. In case of members holding shares in physical form, such information is required to be provided to the Company’s RTA in physical mode, or in electronic mode at [support@purvashare.com](mailto:support@purvashare.com).
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PURVA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

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**Purva e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.osivl.com](http://www.osivl.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in

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the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. The voting period begins on 27<sup>th</sup> September, 2025 at 09.00 AM (IST) and ends on 29<sup>th</sup> September, 2025 at 05.00 PM (IST) During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

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.

4. 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <b>NSDL</b></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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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</li> </ol>

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	<p>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 held 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> <p>5. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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.

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**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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

5. 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
- 4) For CDSL: 16 digits beneficiary ID,  
a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) 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.
- 6) 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)  ● 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.
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.  ● If both the details are not recorded with the depository or

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	company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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6. After entering these details appropriately, click on “SUBMIT” tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVENT NO. for the relevant < ONESOURCE INDUSTRIES AND VENTURES LIMITED > on which you choose to vote.
10. 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.
11. Click on the “NOTICE FILE LINK” if you wish to view the Notice.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. 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 Company at the email address viz; [alpanasethia@gmail.com](mailto:alpanasethia@gmail.com) and [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.

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**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@osivl.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@osivl.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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**.

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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 022-49700138.

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 PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE):**

**ITEM NO. 4:**

The Board of Directors, at its meeting held on 04<sup>th</sup> September 2025, approved the proposal to amend the Articles of Association of the Company to enable the Board to issue further securities, including shares, debentures, bonds, warrants, or any other securities (convertible or non-convertible), in such manner and on such terms and conditions as it may deem fit, in accordance with the applicable provisions of the Companies Act, 2013, SEBI regulations and the Articles of Association of the Company.

For this purpose, it is proposed to insert a new Article 18 after the existing Article 17 of the Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the Articles of Association of a company may be altered by way of a Special Resolution of the members. Accordingly, approval of the shareholders is being sought for the proposed amendment.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the members of the Company as a Special Resolution.

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

**ITEM NO. 5:**

The Board of Directors of the Company ('Board') at their meeting held on September 04, 2025, have proposed to raise funds aggregating up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty-Five Lakhs Seventeen Thousand Four Hundred and Ninety-Eight Only) by way of issuance of up to 6,63,14,344 (Six Crore Sixty Three Lakhs Fourteen Thousand Three Hundred and Forty Four) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each ('Warrants') at a price of Rs. 6.10/- (Rupees Six Point One Zero Paise only) each payable in cash ('Warrants Issue Price'), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the identified persons (referred to as the 'Proposed Allottees'), on a preferential basis through private placement offer (the 'Preferential Issue'). In this regard, the Board, pursuant to its resolution dated September 04, 2025, has noted and accepted the intent of the Proposed Allottees to invest up to an aggregate amount of Rs. 40,45,17,498/- (Rupees Forty Crore Forty Five Lakhs Seventeen Thousand Four Hundred and Ninety Eight Only) in the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations'), to subscribe to the Warrants to be issued

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pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on September 04, 2025.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for raising of funds aggregating up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty Five Lakhs Seventeen Thousand Four Hundred and Ninety Eight Only) by way of issuance of up to 6,63,14,344 (Six Crore Sixty Three Lakhs Fourteen Thousand Three Hundred and Forty Four) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each at a price of Rs. 6.10/- (Rupees Six Point One Zero Paise only) payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

The Board of Directors, at its meeting held on September 04, 2025, has subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to 6,63,14,344 (Six Crore Sixty Three Lakhs Fourteen Thousand Three Hundred and Forty Four) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each at a price of Rs. 6.10/- (Rupees Six Point One Zero Paise only) payable in cash, for an aggregate amount of up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty Five Lakhs Seventeen Thousand Four Hundred and Ninety Eight Only) on a preferential basis ('Warrants').

**2. Objects of the Issue**

The primary objective of raising funds through this preferential issue of warrants is to strengthen the financial position of the Company and support its business operations and future growth.

The net proceeds of the issue, after deducting issue-related expenses, are proposed to be utilized as under:

**a) Working Capital Requirements**

To meet the increased working capital needs of the Company, including procurement of raw materials, funding of operating expenses, and meeting day-to-day business requirements.

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**b) Issue Expenses**

To defray expenses related to the preferential issue, including statutory fees, professional charges, and other related costs.

**c) General Corporate Purposes**

For general corporate purposes including strengthening of the balance sheet, strategic initiatives, and other business exigencies in accordance with applicable law.

The above utilization is subject to variation depending on business requirements, market conditions, and regulatory approvals, if any. The Company's management shall monitor the deployment of funds in line with the stated objects to ensure optimum utilization.

**3. Monitoring the Utilization of Funds**

In terms of Regulation 162A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the appointment of a Monitoring Agency is applicable only where the preferential issue proceeds exceed ₹100 crore. Since the size of the present preferential issue is less than ₹100 crore, the requirement to appoint a Monitoring Agency is not applicable to the Company.

Accordingly, the utilization of the proceeds of this preferential issue shall be monitored by the Board of Directors and the Audit Committee of the Company, as required under the applicable provisions of law.

**4. Maximum number of specified securities to be issued**

The Board of Directors in their meeting held on September 04, 2025 had approved the issue of Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each ('Warrants') and accordingly proposes to issue and allot in aggregate up to 6,63,14,344 (Six Crore Sixty-Three Lakhs Fourteen Thousand Three Hundred and Forty-Four) Warrants, at a price of Rs. 6.10/- (Rupees Six Point One Zero Paise only) each, for an aggregate amount of up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty-Five Lakhs Seventeen Thousand Four Hundred and Ninety-Eight Only) on a preferential basis.

Minimum amount of Rs. 1.53 (Rupees One Point Five Three Paise Only) for each Warrant, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 4.57/- (Rupees Four Point Five Seven Paise Only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**5. Relevant Date**

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the floor price for Warrants to be issued is Friday, 29 August 2025, i.e. 30 days prior to the date of AGM.

**6. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

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Up to 6,63,14,344 (Six Crore Sixty-Three Lakhs Fourteen Thousand Three Hundred and Forty-Four) Warrants, at a price of Rs. 6.1 per Warrant aggregating up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty-Five Lakhs Seventeen Thousand Four Hundred and Ninety-Eight Only) such price being higher than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations

**7. Name and address of valuer who performed valuation**

Name: CS Sanjay Maurya, Independent Registered Valuer

Reg. No.: IBBI/RV/03/2024/15662

Address: 179, 1<sup>st</sup> Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Behind Poisar Depot, Kandivali (West), Mumbai-400067

**8. Basis on which the price has been arrived at and justification for the price (including premium, if any)**

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is Rs. 6.03/- per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) the 90 trading days volume weighted average price of the equity shares quoted on the recognized stock exchange preceding the relevant date.
- b) the 10 trading days volume weighted average prices of the equity shares quoted on the recognized stock exchange preceding the relevant date.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 6.10/- (Rupees Six Point One Zero Paise only) per Warrant being higher than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Since the Proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, to proposed allottee or to allottees acting in concert, the Company has obtained a valuation report from an independent registered valuer under Regulation 166A of SEBI (ICDR) Regulations.

The valuation report shall be available for inspection through electronic mode on the website of the Company at [www.osivl.com](http://www.osivl.com)

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be

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locked in till the time such amount would have paid by the Proposed Allottees.

**9. Amount which the company intends to raise by way of preferential issue**

Aggregating up to Rs. 40,45,17,498/- (Rupees Forty Crore Forty-Five Lakhs Seventeen Thousand Four Hundred and Ninety-Eight Only). The consideration for the proposed issue shall be received in cash by way of banking channel only.

**10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not Applicable

**11. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. 18 below.

**12. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer**

Mr. Shibhu Maurya, Managing Director of the Company, will subscribed to the offer. Except for him, none of the promoters, members of the promoter group, directors, key managerial personnel, or senior management of the Company intend to subscribe to the offer.

**13. Material terms of raising such securities**

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

• **Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

• **Conversion and other related matters:**

- i. The Warrant holder shall have the right to convert the Warrants into fully paid- up equity shares of the Company of face value of Re. 1 each, in one or more tranches, by delivering a notice of conversion ('Conversion Notice') to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ('Conversion Date').
- ii. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- iii. Prior to the Conversion Date, the Warrant Holder shall pay the Warrant Exercise Price for the relevant numbers of Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

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- iv. The Company shall file the certificate from its statutory auditor with the Stock Exchange, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- v. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- vi. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- vii. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

#### 14. Lock-in Period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

#### 15. Shareholding pattern before and after the preferential issue

The pre and post preferential issue capital will be as follows:

Sr. No	Category	Pre-Issue Shareholding		Post Issue Shareholding#	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares*
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
A1	Indian Promoter	8,910,569	28.98%	8,910,569	9.18%
A2	Foreign Promoter	0	0.00%	-	-
	Sub Total (A)	8,910,569	28.98%	8,910,569	9.18%
<b>B</b>	<b>Public Shareholding</b>				
B1	Institutions	0	0.00%	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0.00%

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	Mutual Funds	0	0.00%	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0.00%
B4	Central Government/ State Government(s)/ President of India	0	0.00%	0	0.00%
B5	Non-Institutions				
	Directors and their relatives (excluding independent directors and nominee directors)	0	0.00%	0	0.00%
	Key Managerial Personnel	0	0.00%	0	0.00%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	12,144,682	39.49%	12,144,682	12.51%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	7,913,165	25.73%	39,088,165	40.27%
	Non-Resident Indians (NRIs)	101955	0.33%	101,955	0.11%
	Foreign Companies	0	0.00%	0	0.00%
	Bodies Corporate	1,336,220	4.35%	35,475,564	36.55%
	Any Other (specify)	343,409	1.12%	1,343,409	1.38%
	<b>Sub Total B= B1+B2+B3+B4+B5</b>	<b>21,839,431</b>	<b>71.02%</b>	<b>88,153,775</b>	<b>90.82%</b>
	<b>Total Shareholding (A+B)</b>	<b>30,750,000</b>	<b>100.00%</b>	<b>97,064,344</b>	<b>100.00%</b>

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

**16. Time frame within which the preferential issue shall be completed**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders, provided where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**17. Change in control, if any, in the Company consequent to the Preferential Issue**

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There will be no change in the management or control of the Company pursuant to the proposed preferential issue, as all the proposed allottees fall under the public category. The existing Promoters of the Company will continue to remain in control, and the composition of the Board of Directors shall remain unchanged. However, there will be a corresponding change in the shareholding pattern of the Company consequent to the preferential allotment.

**18. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees**

S r. N o	Name of the proposed allottee	Category (Pre-issue)	Name of the ultimate beneficial owner	Pre-issue Holding		Number of Equity Shares proposed to be allotted post conversion of Warrants	Post-issue Holding	
				No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings
1	Jupiter Infomedia Limited	Non-Promoter	Jupiter Infomedia Limited*	Nil	-	1,60,00,000	16,000,000.0	16.48%
2	Daizy Wealthedge Advisors	Non-Promoter	1. Vaishali Sukhadiya 2. Shital Hiren Vora	Nil	-	90,00,000	9,000,000.0	9.27%
3	Nevil Jayeshbhai Kamdar	Non-Promoter	N.A.	Nil	-	7,500,000	7,500,000.0	7.73%
4	Vihark Trading LLP	Non-Promoter	1. Pokar Harkant BatukBhai 2. Vivek Kishorbhai Patoriya	Nil	-	7,500,000	7,500,000.0	7.73%
5	Shibhu Maurya	Non-Promoter	N.A.	1,05,667	0.34%	6,500,000	6,605,667.0	6.81%
6	Viral Kapadia	Non-Promoter	N.A.	Nil	-	6,000,000	6,000,000.0	6.18%
7	Kapadia Bhumika V	Non-Promoter	N.A.	Nil	-	2,500,000	2,500,000.0	2.58%
8	Chandrakant V Lakhani	Non-Promoter	N.A.	Nil	-	980,000	980,000.0	1.01%
9	Shrey M	Non-	N.A.	Nil	-	980,000		1.01%

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	Lakhani	Promoter					980,000.0	
10	Manish V Lakhani	Non-Promoter	N.A.	Nil	-	980,000	980,000.0	1.01%
11	Shila M Lakhani	Non-Promoter	N.A.	Nil	-	980,000	980,000.0	1.01%
12	Nita C Lakhani	Non-Promoter	N.A.	Nil	-	980,000	980,000.0	1.01%
13	Vishan Das Tharani	Non-Promoter	N.A.	Nil	-	250,000	250,000.0	0.26%
14	Ketan A Shah	Non-Promoter	N.A.	Nil	-	705,000	705,000.0	0.73%
15	Jigar A Shah	Non-Promoter	N.A.	Nil	-	705,000	705,000.0	0.73%
16	Nisarg P Shah	Non-Promoter	N.A.	Nil	-	705,000	705,000.0	0.73%
17	Yash M Joshi	Non-Promoter	N.A.	Nil	-	705,000	705,000.0	0.73%
18	Madhukant J Joshi	Non-Promoter	N.A.	Nil	-	705,000	705,000.0	0.73%
19	Pinkline Financial Consultants LLP	Non-Promoter	1. Ankur Krishnakant Choksi 2. Neepa Choksi	Nil	-	1,639,344	1,639,344.0	1.69%
20	Hitesh Kumar Loonia HUF	Non-Promoter	Hitesh Surendrakumar Loonia	Nil	-	1,000,000	1,000,000.0	1.03%

\*Since Jupiter Infomedia Limited is a listed company, disclosure of Ultimate Beneficial Owner (UBO) details is not applicable.

**19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter**

All the proposed allottees belong to the public category, and their status will continue to remain as public shareholders even after the completion of the preferential issue.

**20. Consequential changes in the Voting Rights**

Voting rights will change in tandem with the shareholding pattern.

**21. Principal terms of assets charged as securities**

Not applicable.

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**22. Practicing Company Secretary's Certificate**

The certificate from Ms. Alpana Sethia, Practicing Company Secretary, (Membership No.: A15758), certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The said Certificate shall be available for inspection through electronic mode on the website of the Company at [www.osivl.com](http://www.osivl.com)

**23. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

From 1<sup>st</sup> April 2025 till the date of the AGM Notice and during the financial year 2024- 25, the Company has not issued any Equity Shares on preferential basis.

**24. Other disclosures**

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- During the period from April 01, 2024 until the date of Notice of this AGM, the Company has not made any Preferential Issue of equity shares.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is Not Applicable.
- The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- The proposed Preferential Issue is not expected to result in a change in control of the Company.
- The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, if any, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The proposed allottees have neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date.
- This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
- The consideration, in the form of issue price, for Warrants shall be paid in cash and not in consideration other than cash.

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- As the amount for which the funds are being raised by way of preferential issue on a private placement basis is less than ₹100 crore, the requirement to appoint a Monitoring Agency is not applicable to the Company.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Shareholders.

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 resolution set out at Item No. 05 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item No. 05 of the Notice for approval of the Members.

**ITEM NO. 6&7:**

The Nomination & Remuneration Committee (“NRC”) assesses the composition of the Board and makes recommendations to the Board of Directors for appointment of new Directors, as per the Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning (“Appointment and Remuneration Policy”). In evaluating the suitability of an individual Board Member, the NRC inter-alia takes into account the qualifications, positive attributes of Director and the following criteria:

- All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
- Ability of the candidates to devote sufficient time and attention to his professional obligations as Director for informed and balanced decision making.

Based on recommendation of the NRC, the Board of Directors evaluates the candidate(s) and decides on the selection of the appropriate member.

Mr. Vibhu Maurya has resigned on 23<sup>rd</sup> July 2025 due to some personal reasons and pre-occupations and he ceased to be the Managing Director & Chief Financial Officer, Director and Key Managerial Personnel of the Company with effect from close of 23<sup>rd</sup> July 2025.

In view thereof, NRC evaluated the candidature of Mr. Shibhu Maurya (DIN: 09228868) and after considering the qualifications, skillsets, experience, knowledge, ability to devote sufficient time and attention to the professional obligations, and basis the recommendations of the NRC, the Board of Directors (“Board”) at its meeting held on 23 July 2025, approved appointment of Mr. Shibhu Maurya as the:

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- a) Additional Director of the Company with effect from 23<sup>rd</sup> July 2025 to hold office up to the date of the ensuing 31<sup>st</sup> AGM of the Company;
- (b) Managing Director (Designate) of the Company from 23<sup>rd</sup> July 2025 to 22<sup>nd</sup> July 2025 (both days inclusive);
- (c) Managing Director of the Company designated as “Managing Director” (“MD”) and as Key Managerial Personnel of the Company for a period of 5 (five) years with effect from 23<sup>rd</sup> July 2025 to 22<sup>nd</sup> July 2030 (both days inclusive), subject to approval of the Members of the Company at the ensuing 31<sup>st</sup> AGM of the Company.

Pursuant to Section 161 of the Act, an Additional Director appointed by the Board shall hold office up to the date of the next AGM of the Company or the last date on which the next AGM of the Company should have been held, whichever is earlier. Further, Section 196(4) of the Act provides that, subject to the provisions of section 197 and Schedule V, the terms and conditions of appointment and remuneration payable to MD shall be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company. Also, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the above, as per Section 161 of the Act, Mr. Shibhu Maurya holds office up to the date of this 31<sup>st</sup> AGM to be held on 30<sup>th</sup> September 2025 and further, as per Regulation 17(1C) of the SEBI Listing Regulations and Sections 161, 196 and other applicable provisions of the Act, the Company is required to seek approval of the Members for appointment of Mr. Shibhu Maurya as a Director as well as the Managing Director designated as “Managing Director” of the Company. The Company has received notice in writing from a Member under Section 160 of the Act, proposing candidature of Mr. Shibhu Maurya for the office of Director of the Company.

Brief resume of Mr. Shibhu Maurya, age, qualifications, nature of their expertise in specific functional areas, terms and conditions of his appointment along with details of remuneration sought to be paid, disclosure of relationships between directors inter-se, names of listed entities in which he holds directorships and memberships/chairpersonships of Board Committees, shareholding in the Company, disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

**Profile:**

Mr. Shibhu Maurya is B.A. LLB from Rajeev Gandhi College, Bhopal. He has core Expertise in handling in the area of negotiations, settlements, and dispute resolution for complex legal matters.

Further Mr. Shibhu Maurya has Handled corporate legal advisory, company law matters, and compliance issues for various businesses.

He is a dedicated and result-oriented Advocate practicing since 2021, with expertise in Civil, Criminal, Company, and Corporate Law. Currently practicing in the Pipariya District Court and Madhya Pradesh High Court, Jabalpur, handling diverse litigation matters, corporate legal advisory, and client representation. Known for delivering strategic, client-focused legal

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solutions while upholding the highest standards of professional ethics. And after analyzing his visionary ideas, Board of directors has decided to Designate him as Executive Director of the Company Designated as Managing Director of the Company.

**Directorships and Committee positions:**

Mr. Shibhu Maurya holds directorship in SADBHAV MINERAL SPRIVATE LIMITED (CIN: U14200MP2016PTC035529), Apart from this Mr. Shibhu Maurya doesn't hold any Directorships and Committee positions in any Company.

Mr. Shibhu Maurya holds 1,05,667 Equity Shares in the Company.

**Resignation as a Director from Listed Entities in the past three years:**

Mr. Shibhu Maurya did not hold any position in any other listed entity in past three years and hence there is no resignation in any listed entities in the past three years.

**Tenure of appointment & other terms:** As stated in the Resolution at Item No. 6 & 7.

The additional information as required by Schedule V to the Act has been provided, as under:

<b>1. General information:</b>			
1.	Nature of Industry	Company is engaged in the business of Trading of rice, pulses and grains.	
2.	Date or expected date of commencement of commercial production	Date of commercial production is not applicable since the Company is engaged in the business of Trading.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (the Company is an existing Company).	
4.	Financial performance based on given indicators as per Audited Financial Statements for the year ended 31 <sup>st</sup> March 2025	<b>Particulars</b>	<b>Rs. (In Lakh)</b>
		Gross Turnover & other Income	7025.32 & 12.97
		Net Profit as per Statements of profit & loss (After tax)	112.64
		Computation of Net Profit in accordance with Section 198 of the Act.	112.64
		Net Worth	401.88
5.	Foreign investments or collaborations, if any	Not Applicable.	
<b>2. Information about the appointee:</b>			
1.	Background details	Refer Profile Section as stated above	
2.	Past remuneration (for the financial year ended 31 March 2025)	Not applicable as his appointment in the Company as MD is w.e.f. 23 <sup>rd</sup> July, 2025.	

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3.	Recognition or awards	None
4.	Job profile and his suitability	<p>Mr. Shibhu Maurya has Handled corporate legal advisory, company law matters, and compliance issues for various businesses.</p> <p>Mr. Shibhu Maurya, through his experience and expertise, brings a unique combination of leadership experiences, value creation skills, customer-first approach and people centricity, which aligns well with the growth aspirations of the Company and therefore, basis the responsibilities assigned, candidature of Mr. Shibhu Maurya is best suited for the job.</p> <p>Taking into consideration his qualifications, skills possessed and expertise in relevant fields, Mr. Shibhu Maurya is best suited for the responsibilities assigned to him.</p>
5.	Remuneration proposed	Refer Remuneration Section as stated in Resolution No. 07.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Shibhu Maurya, his expertise, past background, experience and remuneration, the responsibilities assigned and the industry benchmarks, the remuneration proposed to be paid to Mr. Shibhu Maurya on his appointment as a MD is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, (or other Director) if any	Mr. Shibhu Maurya is the brother of Former Managing Director and promoter Mr. Vibhu Maurya.
<b>3. Other Information:</b>		
1.	Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of ₹ 43.50 crores (on a standalone basis) for the financial year ended 31 <sup>st</sup> March 2025.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	

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<b>4. Disclosures:</b>		
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer Resolution No. 07.
2.	Details of fixed component, and performance linked incentives along with the performance criteria	
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

Mr. Shibhu Maurya satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section 3 of section 196 of the Act for being eligible as the Managing Director of the Company. Further, Mr. Shibhu Maurya is not disqualified from being appointed as a Director in terms of Sections 164 and 165 of the Act and has given his consent to act as the Director and as well as Managing Director of the Company. Mr. Shibhu Maurya is not debarred from holding the office of Director pursuant to any Order issued by the SEBI or any other authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures. The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Shibhu Maurya in terms of Section 190 of the Act.

Save and except Mr. Shibhu Maurya, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 6 and 7 of the Notice. Mr. Shibhu Maurya is the brother of Former Managing Director and promoter Mr. Vibhu Mauya.

All relevant documents and papers relating to Item Nos. 6 and 7 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to [cs@osivl.com](mailto:cs@osivl.com). The Board recommends the Ordinary Resolution set out at Item No. 6 and Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

**ITEM NO. 8:**

Dr. Sachin Maurya was appointed as the Non-executive independent Director of the Company for a period of three years from 30<sup>th</sup> March 2022. The Board of Directors (at their meeting held on 7<sup>th</sup> October 2024) after considering the recommendation of the Nomination and Remuneration Committee (at their meeting held on 7<sup>th</sup> October 2024), proposed the re-designation of Dr. Sachin Maurya as a Non-Executive Non-Independent Director of the Company to be designated as the Non-Executive, Non-Independent and also the proposed remuneration payable to Dr. Sachin Maurya the Non-Executive Non-independent of the Board with effect from October 7, 2024, subject to the approval of the shareholders.

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The Board of Directors at the recommendation of the Nomination & Remuneration Committee also approved a compensation in the form of profit related commission to Dr. Sachin Maurya not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act.

The Board of Directors recommends the resolution set out in Item No. 8 of the notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Dr. Sachin Maurya are in any way concerned or interested in this resolution.

**ITEM NO. 9:**

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribed Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

However, SEBI vide its notification dated 12<sup>th</sup> December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024 (the SEBI Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01<sup>st</sup> April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint:-

- (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on September 04, 2025, on the recommendation of Audit Committee, considered, approved and recommended to the shareholders of the Company for their approval, the appointment of Ms. Alpana Sethia (Certificate of Practice No. 5098 and Peer Review Certificate No.: 2650/2022) as the Secretarial Auditors of the Company for period of five consecutive years commencing from Financial Year 2025-2026 till financial year 2029- 2030 to undertake secretarial audit report for aforesaid period.

Ms. Alpana Sethia. have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies

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Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the SEBI Circular.

**Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:**

**Proposed Fees Payable to Secretarial Auditor:** ₹ 50,000 (Rupees Fifty Thousands only) plus applicable tax and Reimbursement of out-of-pocket expenses if any for financial year 2025-26. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and Board of the Directors of the Company.

**Terms of Appointment:** 5 Consecutive Years i.e. from the financial year 2025-26 to financial year 2029-30.

**Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable

**Basis of Recommendation of Appointment:** Detailed explanation is given in item no. 7 of statement under Section 102 of the Companies Act, 2013, further based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board re-recommends the **Ordinary Resolution** for appointment of Secretarial auditor.

**Details in relation to and credentials of the secretarial auditor proposed to be appointed:** Ms. Alpana Sethia, aged 57 years, Ms. Alpana Sethia is Bachelor of Commerce (B. Com), and Associate member of Institute of Company Secretaries of India. He has wide and extensive experience of over 11 years in Corporate Laws, Listing Regulation, SEBI, Depository Law, etc. She possesses wide spectrum exposure and rich experience in all the spheres of corporate secretarial and legal matters.

**Other disclosures:**

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

Ms. Alpana Sethia did not have any business association with the Company, its holding or subsidiary companies or any of the Promoter or Promoter Group entities during the last three financial years.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Therefore, Board recommends the resolution set out at Item No. 9 of the Notice for approval by the Members by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**ITEM NO. 10:**

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As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) all material Related Party Transactions shall require prior approval of the Members. The said Regulation further defines a material related party transaction as follow:

“A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.”

The estimated value of the contract(s)/ arrangement(s)/transaction(s) including for purchase/sale of machines, machinery parts, raw materials, components, consumables, bushes, finished goods, fixed assets, toolings, services, etc., selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, and to provide business advances with an identified related party, Greater India Exports Private Limited, will exceed the threshold limit of 10% of the annual turnover as per the last audited financial statements of the Company for FY 2024-25, and will result in related party transaction being material in nature in terms of Regulation 23 of the Listing Regulations. A resolution for related party transaction for the value of not exceeding Rs. 1,00,00,000/- (Rupees one Crores only) for the transactions mentioned above with Greater India Exports Private Limited is being proposed for the approval of the Members for the FY 2025-26. The transaction(s), contract(s), arrangement(s) shall be in the ordinary course of business and shall be carried out on an arm’s length basis.

To ensure uninterrupted operation and optimum capacity utilization, approval of the Members is being sought, for entering into material related party transaction(s) with Greater India Exports Private Limited during the financial year 2025-26 for value not exceeding Rs. 1,00,00,000/- (Rupees One Crores only). These transactions will help the Company to manage manufacturing operations smoothly and increase productivity.

The Audit Committee and the Board of Directors of the Company, at their respective meetings, held on September 04, 2025, have reviewed the transactions and recommended the same for approval by the Members of the Company.

Pursuant to Regulation 23 of SEBI (LODR) regulations, 2015, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, along with such other provisions as may be applicable, particulars of the transaction(s) contract(s), arrangement(s) with Greater India Exports Private Limited are as follows:

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
1.	Name of the related party	Greater India Exports Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Key Managerial Personnel exercises significant influence
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Transaction(s), contract(s), arrangement(s) including purchase/sale of machines, machinery parts, raw materials, components,

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		consumables, bushes, finished goods, fixed assets, toolings, services, etc., selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, and to provide business advances. The monetary value of proposed transaction(s), contract(s), arrangement(s) in one or more tranches during FY 2025-26 is expected to be not exceeding Rs. 1,00,00,000/- (Rupees One Crores only)
4.	Particulars of the proposed transaction	As provided in Serial Number 3 above
5.	Value of the proposed transaction	As provided in Serial Number 3 above
6.	Whether at arm's length basis	Yes
7.	Whether in Ordinary course of business	Yes
8.	If the related party transaction(s) relates to any loans/inter corporate deposits/ advances or investments made by/given by listed entity or its subsidiary	NA
9.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Shibhu Maurya, Managing Director and Mr. Vibhu Maurya, Promoter of the Company.
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transaction / arrangement will help in strengthening the business operations of the Company.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the resolution as set out at Item No. 10 of the Notice.

The Board recommends the **Ordinary Resolution** as set out at Item No. 10 for the approval of the Members.

**ITEM NO. 11:**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") all material Related Party Transactions shall require prior approval of the Members. The said Regulation further defines a material related party transaction as follow:

"A transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower."

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The estimated value of the contract(s)/ arrangement(s)/transaction(s) including for purchase/sale of machines, machinery parts, raw materials, components, consumables, bushes, finished goods, fixed assets, toolings, services, etc., selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, and to provide business advances with an identified related party, Greater India Exports Private Limited, will exceed the threshold limit of 10% of the annual turnover as per the last audited financial statements of the Company for FY 2024-25, and will result in related party transaction being material in nature in terms of Regulation 23 of the Listing Regulations. A resolution for related party transaction for the value of not exceeding Rs. 1,00,00,000/- (Rupees one Crores only) for the transactions mentioned above with Sadbhav Minerals Private Limited is being proposed for the approval of the Members for the FY 2025-26. The transaction(s), contract(s), arrangement(s) shall be in the ordinary course of business and shall be carried out on an arm's length basis.

To ensure uninterrupted operation and optimum capacity utilization, approval of the Members is being sought, for entering into material related party transaction(s) with Sadbhav Minerals Private Limited during the financial year 2025-26 for value not exceeding Rs. 1,00,00,000/- (Rupees One Crores only). These transactions will help the Company to manage manufacturing operations smoothly and increase productivity.

The Audit Committee and the Board of Directors of the Company, at their respective meetings, held on September 04, 2025, have reviewed the transactions and recommended the same for approval by the Members of the Company.

Pursuant to Regulation 23 of SEBI (LODR) regulations, 2015, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, along with such other provisions as may be applicable, particulars of the transaction(s) contract(s), arrangement(s) with Sadbhav Minerals Private Limited are as follows:

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
1.	Name of the related party	Sadbhav Minerals Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Key Managerial Personnel exercises significant influence
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Transaction(s), contract(s), arrangement(s) including purchase/sale of machines, machinery parts, raw materials, components, consumables, bushes, finished goods, fixed assets, toolings, services, etc., selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, and to provide business advances. The monetary value of proposed transaction(s), contract(s), arrangement(s) in one or more

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		tranches during FY 2025-26 is expected to be not exceeding Rs. 1,00,00,000/- (Rupees One Crores only)
4.	Particulars of the proposed transaction	As provided in Serial Number 3 above
5.	Value of the proposed transaction	As provided in Serial Number 3 above
6.	Whether at arm's length basis	Yes
7.	Whether in Ordinary course of business	Yes
8.	If the related party transaction(s) relates to any loans/inter corporate deposits/ advances or investments made by/given by listed entity or its subsidiary	NA
9.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Shibhu Maurya, Managing Director and Mr. Vibhu Maurya, Promoter of the Company.
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transaction / arrangement will help in strengthening the business operations of the Company.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the resolution as set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 11 for the approval of the Members.

**ITEM NO. 12:**

Regulation 17(6) of SEBI Listing Regulations inter alia provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

The threshold limit prescribed for remuneration payable to Non-Executive Directors under Section 197 of the Act is 1% (One Percent) of the Net Profits of the Company (as computed in accordance with the provisions of Section 198 of the Act), if there is a Managing Director/whole-time director/manager and 3% (Three Percent) of the net profits in any other case. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. For payment of remuneration exceeding the above limits, Members' approval by Special resolution is required.

As the Company has Wholetime Director/ Managing Director, presently the Company can pay remuneration to its Non-Executive Directors up to the limit of 1% (One Percent) of its Net profits in any financial year.

The Company's Non-executive Directors (including Independent Directors) are professionals with a high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

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The Non-Executive Directors of the Company play an important role in overseeing the governance, performance, and sustainable growth of the Company and contribute with their knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process. With the enhanced Corporate Governance requirements, increased responsibilities and duties of the Directors under the Act and the SEBI Listing Regulations, and the competitive business environment, the role of the Board, particularly the Non – Executive Directors including the Independent Directors, has become more significant, requiring an enhanced level of decision-making ability, greater time commitments with a high level of oversight.

To do justice to their contribution and attract and retain such directors it is necessary to remunerate them adequately. Given the above, the Board, based on recommendation of the Nomination and Remuneration Committee at their respective meetings held on September 04, 2025, have approved, and recommended the aggregate remuneration payable to the Non-Executive Directors including the Independent Directors (present and future) of the Company for a period of five years commencing April 1, 2025, over the 1% (one percent) of the net profits of the Company in a Financial Year, this resolution enables such payment up to a limit of 2% (two percent), but within overall limit of total managerial remuneration permitted from time to time under Section 197 of the Companies Act, 2013 or Rules made thereunder or any statutory modifications thereof.

The NRC and the Board of Directors would determine the annual remuneration payable to the Non-Executive Directors including the Independent Directors taking into consideration various factors such as Director's participation in Board and Committee Meetings, association with the Company during the year and contributions therein, other responsibilities undertaken, time devoted in carrying out their duties, role, and functions as envisaged in Act and such other factors as the NRC and Board may consider fit within the overall limits of the remuneration as approved by the Members of the Company.

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 12 of the Notice to the extent of remuneration that may be received by them. No other Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the Resolution.

The Board recommends the passing of this resolution at Item No. 12 of the accompanying Notice for approval of the members of the Company by way of Special Resolution.

**By Order of the Board**  
**For, ONESOURCE INDUSTRIES AND VENTURES LIMITED**  
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Sd/-  
**CS NEHA RAVI PRAJAPATI**  
**Company Secretary and Compliance Officer**  
**M. No: A67093**

**Date: September 04, 2025**  
**Place: Bhopal**

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The information required to be given for the Directors seeking appointment/reappointment at the Annual General Meeting as per regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

<b>NAME</b>	<b>Mr. Sachin Maurya</b>	<b>Mr. Shibhu Maurya</b>
<b>DIN</b>	05295874	09228868
<b>Designation</b>	Non-Executive Director	Additional Executive Director designated as Managing Director and Chainman
<b>Date of Birth</b>	27-09-1975	24-11-1996
<b>Date of Appointment</b>	30-03-2022 /07-10-2024	23-07-2025
<b>Qualification and experience in specific functional area</b>	Mr. Sachin Maurya, M-Derm (Master's Degree in Dermatology) and M.B.B.S. He has 13 years of experience as a Doctor and is an expert in Dermatology and is a visiting consultant in the Department of Dermatology at Fortis Escorts Heart Iostitute, New Delhi and Medeor Hospital, New Delhi.	Mr. Shibhu Maurya is B.A. LLB from Rajeev Gandhi College, Bhopal. He has core Expertise in handling in the area of negotiations, settlements, and dispute resolution for complex legal matters. Further Mr. Shibhu Maurya has Handled corporate legal advisory, company law matters, and compliance issues for various businesses. He is a dedicated and result-oriented Advocate practicing since 2021, with expertise in Civil, Criminal, Company, and Corporate Law. Currently practicing in the Pipariya District Court and Madhya Pradesh High Court, Jabalpur, handling diverse litigation matters, corporate legal advisory, and client representation. Known for delivering strategic, client-focused legal solutions while upholding the highest standards of professional ethics. And after analyzing his visionary ideas, Board of directors has decided to Designate him as Executive Director of the Company Designated as Managing Director of the Company.
<b>Directorship held in other companies*</b>	NIL	NIL

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<b>Membership / Chairmanships of Committee in other Public Companies</b>	NIL	NIL
<b>Shareholding of Non-executive Director</b>	NIL	NIL
<b>Relationships between Directors inter-se</b>	Not Applicable	Mr. Shibhu Maurya is the brother of Former Managing Director and promoter Mr. Vibhu Maurya