

OYEEEE MEDIA LIMITED

CIN: U22300MH2008PLC181234

Regd. Office: Office No-807, 8th Floor, Lotus Trade Center
New Link Road, Opp Star Bazar, Andheri (West)
Mumbai-400053, Maharashtra

Email: cs@oyeeeemedia.com **Website:** www.oyeeeemedia.com

Notice is hereby given that the Eighth Annual General Meeting of the Members of Oyeeee Media Limited will be held at P.D's Supreme Hospitality Pvt Ltd, Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali (E), Mumbai 400 101, Maharashtra on Monday, 26th September, 2016 at 01:15 PM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Raj Saluja (DIN: 07111214), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** there of :

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the rules made there under, the appointment of M/s Agarwal & Mangal, Chartered Accountants, Mumbai (Firm Registration No: 100061W), as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby approved, and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as determined by the Audit Committee in consultation with the said Auditors."

SPECIAL BUSINESS

4. Appointment of Mr. Nitin Kishore Boricha (DIN: 05245737) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Nitin Kishore Boricha (DIN:05245737), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 18th December, 2015 under section 161 of the Act, be and is hereby

appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years.”

By order of the Board of Directors
For Oyeeee Media Limited

Place: Mumbai

Date: September 01, 2016

Shaila Ramesh Gholap
Company Secretary

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. The record date for the purpose of determining the eligibility of the Members to attend the 08th Annual General Meeting of the Company is Monday 19th September, 2016.
4. Pursuant to the provision of section 91 of the Companies Act, 2013 the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 19th September, 2016 to Monday, 26th September, 2016 both days inclusive, for the purpose of AGM.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in physical form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, to Company's Registrar & Share Transfer Agent, at the below-mentioned address quoting their Folio Numbers :-
M/s. Skyline Financial Services Pvt Ltd
4A9, Gundecha Onclave, Kherani Road,
Sakinaka, Mumbai – 400 072
Tel. No. # (022) 62215779 / 28511022
Fax No. # (022) 26812683
E-Mail Id # mumbai@skylinerta.com
In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).
8. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be

transferred by the company to the Investor Education and Protection Fund established by the Central Government.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name, etc.
10. The Notice of the 8th AGM, along with the Attendance Slip and Proxy Form, is being sent in permitted mode.
11. Members may also note that the Notice of the 8th AGM and the Annual Report 2015-16 will be available on the Company's website www.oyeeeemedia.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@oyeeeemedia.com.
12. Additional information, pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
13. As per the provisions of the facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in **Form SH.13** and any variation/cancellation thereof can be made by giving notice in **Form SH.14**, Prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the **Company's website** www.oyeeeemedia.com, **RTA or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in**
14. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
15. In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
16. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.

17. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening an account with depository participant and complete dematerialization formalities.
18. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

Details of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Annexure A

I.

Name of Director	Mr. Raj Saluja
DIN	07111214
Date of Birth	16/10/1981
Date of Appointment on the Board	02/03/2015
Expertise in specific functional area	Media & Entertainment Industry
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

II.

Name of Director	Mr. Nitin Kishore Boricha
DIN	05245737
Date of Birth	28/09/1987
Date of Appointment on the Board	18/12/2015
Expertise in specific functional area	Accounts & Finance
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

By order of the Board of Directors
For Oyeeee Media Ltd

Place: Mumbai
Date: September 01, 2016

Shaila Ramesh Gholap
Company Secretary

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

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 8th Annual General Meeting of the Members of the Company.

Item No. 4

Mr. Nitin Kishore Boricha (DIN: 05245737) is an Independent Director of the Company. He joined the Board of Directors of the Company on 18th December, 2015.

In term of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013, Mr. Nitin Kishore Boricha, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs 1,00,000/- proposing the candidature of Mr. Nitin Kishore Boricha for the office of Independent Director, not liable to retire by rotation, to be appointed as such under the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013

The Company has received from Mr. Nitin Kishore Boricha (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section(2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Nitin Kishore Boricha fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Nitin Kishore Boricha as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hour on any working day, excluding Saturday and Sunday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Nitin Kishore Boricha as an Independent Director.

Except Mr. Nitin Kishore Boricha, none of the Directors or key managerial personnel or their relatives is interested or concerned in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

By order of the Board of Directors
For Oyeeee Media Ltd

Place: Mumbai
Date: September 01, 2016

Shaila Ramesh Gholap
Company Secretary

OYEEEE MEDIA LIMITED

CIN: U22300MH2008PLC181234

Regd. Office: Office No-807, 8th Floor, Lotus Trade Center

New Link Road, Opp Star Bazar, Andheri (West)

Mumbai-400053, Maharashtra

Email: cs@oyeeeemedia.com **Website:** www.oyeeeemedia.com

8th ANNUAL GENERAL MEETING

PROXY FORM (MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)/Representative :	
Registered Address :	
E-mail Id :	
Folio No./DP Id. and Client Id	

I / We, being the member(s) ofNo. of Equity Shares of the aforesaid mentioned Company hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him/her

2	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him/her

3	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the **8th Annual General Meeting of the company to be held on Monday, 26th September, 2016 at 01:15 p.m.** at P.D's Supreme Hospitality Pvt Ltd, Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali (E), Mumbai 400101, Maharashtra, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Resolutions	No of Shares Held
Ordinary Business		
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31 st March, 2016 including the Audited Balance Sheet as at 31 st March, 2016, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.	
2.	To appoint a Director in place of Mr. Raj Saluja (DIN: 07111214), who retires by rotation and being eligible, offers himself for re-appointment.	
3.	Appointment of M/s Agarwal & Mangal, Chartered Accountants, Mumbai (Firm Registration No: 100061W), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.	
Special Business		
4.	Approval for appointment of Mr. Nitin Kishore Boricha (DIN: 05245737) as an Independent Director of the Company.	

Signed thisday of2016

Signature of Shareholder/ Representative

<p>Affix Revenue Stamp</p>

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Thakur Village Road

Dominos Pizza

Evershine Dream Park Jogging Track

Gundecha School

120 Feet Road

AGM Venue
PD's Supreme Hospitality
Pvt. Ltd

Kabab Corner

O Kake

Kotak Mahindra Bank

Andhra Bank ATM

Thakur Village Road

Gokul Towers Road