

OYEEEE MEDIA LIMITED

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CIN: L22300MH2008PLC181234

Regd. Office: Office No-807, 8th Floor, Lotus Trade Center, New Link Road,
Opp Star Bazar, Andheri (West), Mumbai-400053, Maharashtra
Email: cs@oyeeemedia.com **Website:** www.oyeeemedia.com

NOTICE is hereby given that the Ninth (9th) 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 Saturday, September 23, 2017 at 01:00 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 March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, 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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), the appointment of M/s Agarwal & Mangal, Chartered Accountants, Mumbai, registered with Institute of Chartered Accountants of India (ICAI) with Firm Registration No: 100061W, as the Statutory Auditor of the Company for the Financial Year 2017-18 and who shall hold office until the conclusion of the Annual General Meeting of the Company to be held for the Financial Year 2017-18, be and is hereby approved on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

SPECIAL BUSINESS

4. Appointment of Mr. Rajesh Sharma (DIN: 07610210) as a Non-Executive Director

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

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“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Mr. Rajesh Sharma (DIN: 07610210), who was appointed as an Additional (Non-Executive) Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors
For Oyeeee Media Limited**

**Place: Mumbai
Date: August 28, 2017**

**Komal Behl
Company Secretary**

NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 4 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.
3. 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.
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 Saturday, September 16, 2017 to Saturday, September 23, 2017 both days inclusive, for the purpose of Annual General Meeting.
5. 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 should submit their PAN to the Registrar and Transfer Agent/Company.
6. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested

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for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Skyline Financial Services Private Limited (in case of Shares held in physical form).

7. The record date for the purpose of determining the eligibility of the Members to attend the 9th Annual General Meeting of the Company is Friday, September 15, 2017.
8. Electronic copy of the Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. 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.
10. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
11. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website www.oyeeemedia.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@oyeeemedia.com.
12. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account 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.
13. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the Annual General Meeting

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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.

14. 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.oyyyyeemedia.com, RTA or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
15. 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.
16. 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.
17. 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.
18. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
19. 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 during business hours up to the date of the Meeting.
20. 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 Annual General Meeting.
21. A route map showing directions to reach the venue of the 9th Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

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A detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 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	1,50,000 (1.01%)

II.

Name of Director	Mr. Rajesh Sharma
DIN	07610210
Date of Birth	16/09/1985
Date of Appointment on the Board	01/10/2016
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 Limited**

**Place: Mumbai
Date: August 28, 2017**

**Komal Behl
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 9th Annual General Meeting of the Members of the Company.

Item No. 4

The Board of Directors at its meeting held on October 01, 2016, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Rajesh Sharma (DIN: 07610210) pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Mr. Rajesh Sharma (DIN: 07610210) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non Executive Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

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

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Rajesh Sharma (DIN: 07610210), being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

**By order of the Board of Directors
For Oyeeee Media Limited**

**Place: Mumbai
Date: August 28, 2017**

**Komal Behl
Company Secretary**

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Opp Star Bazar, Andheri (West), Mumbai-400053, Maharashtra**Email:** cs@oyeeemedia.com **Website:** www.oyeeemedia.com**9th ANNUAL GENERAL MEETING****ATTENDANCE SLIP**

Date	Venue	Time
Saturday, September 23, 2017	P.D's Supreme Hospitality Pvt Ltd, Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kanidwali (E) Mumbai 400101, Maharashtra	01.00 pm

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

I hereby certify that I am a Member/Proxy for the Member holding Equity shares. I hereby record my presence at the 9th Annual General Meeting of the Company.

Please in the box Member Proxy

.....
Name of Proxy in Block Letters

.....
Signature of Member /Proxy attending

Note: Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall

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Opp Star Bazar, Andheri (West), Mumbai-400053, Maharashtra**Email:** cs@oyeeeemedia.com **Website:** www.oyeeeemedia.com**9TH 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) holding No. 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	

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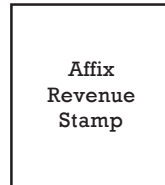
as my/our proxy to attend and vote for me/us and on my/our behalf at the **9th Annual General Meeting of the company to be held on Saturday, September 23, 2017 at 01:00 p.m.** at P.D's Supreme Hospitality Pvt Ltd, Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali (E), Mumbai 400101, Maharashtra, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, 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), Mumbai, as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		
Special Business			
4.	Approval for appointment of Mr. Rajesh Sharma (DIN: 07610210) as a Non Executive Director of the Company.		

Signed thisday of2017

Member's Folio/DP ID and Client ID No.

Signature of Shareholder(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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting of the Company.
3. It is optional to indicate your preference. If you leave the 'For' or "Against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

