

OYEEEE MEDIA LIMITED

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@oyeeeemedia.com; **Website:** www.oyeeeemedia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (herein after referred to as the "Rules") including any statutory modification(s) or re-enactment thereof, for the time being in force, and in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges as amended, the Company is seeking the consent of its Members for the proposed following Resolutions by way of Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed M/s. Shalu Singhal & Associates, Practicing Company Secretary (ACS: 32682 CP: 12329) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05.00 pm on March 24, 2018.

The Scrutinizer will submit their report to the Chairman or any Director of the Company on March 26, 2018. The result of postal ballot shall be declared on March 26, 2018 at the company's registered office. In addition to the results being communicated to the BSE Limited it shall also be displayed at the Company's website at www.oyeeeemedia.com.

SPECIAL BUSINESS

ITEM NO.1

CHANGE IN THE NAME OF THE COMPANY FROM "OYEEEE MEDIA LIMITED" TO "THINK INK STUDIO LIMITED"

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

"RESOLVED THAT pursuant to the provision of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Registrar of Companies and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from "Oyeeee Media Limited" to "Think Ink Studio Limited".

"RESOLVED FURTHER THAT post aforesaid approvals, the name "Oyeeee Media Limited" whereby occurs in the Memorandum and Articles and Association and other documents and papers of the Company be substituted by the name "Think Ink Studio Limited".

"RESOLVED FURTHER THAT any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary change in the name of the company in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

ITEM NO. 2

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO RE. 1/- EACH PER SHARE

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 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to

such approvals, consents, permissions and sanctions, if any, as may be necessary from the concerned authorities or bodies, and subject to such conditions as may be agreed to by the Board of Directors of the Company, (hereinafter referred as "the Board", which term shall include any committee thereof), consent of the members be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a Face Value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares of Face Value of Re. 1/- (Rupee One only) each and the Authorized Share Capital of the Company of Rs. 18,00,00,000/- (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 18,00,00,000 (Eighteen Crores) Equity Shares of Re. 1/- each aggregating to Rs. 18,00,00,000 (Rupees Eighteen Crores)/- with effect from the record date to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT pursuant to sub-division of the Authorized Equity Share Capital of the Company, an issued, subscribed and a paid-up 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only), shall stand sub-divided into 10 (Ten) Equity Shares of Re. 1/- each (Rupee One) as fully paid up."

"RESOLVED FURTHER THAT the sub-division of shares shall be effective only after getting necessary approvals from the Registrar of Companies and the Stock Exchange where the securities of the Company are presently listed."

"RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT Board be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

ITEM NO. 3

ALTERATION OF THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO ALTER SHARE CAPITAL CONSEQUENT TO SUB DIVISION OF SHARES

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company which shall read as under:

V. The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores) divided into 18,00,00,000 (Eighteen Crores Only) Equity shares of Re. 1/- (Rupee One) each."

"**RESOLVED FURTHER THAT** any Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

ITEM NO. 4

TO APPOINT MR. RAJESH SHARMA (DIN: 07610210), AS A MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the applicable Rules made thereunder and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Sharma (DIN: 07610210) as a Managing Director for a period of Three years, with effect from December 07, 2017 on the terms and conditions including remuneration as mentioned in the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the

provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Rajesh Sharma (DIN: 07610210).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

**By Order of the Board
For Oyeeee Media Limited**

**Place: Mumbai
Date: 20/02/2018**

**Sd/-
Komal Behl
Company Secretary**

Notes

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. M/s. Shalu Singhal & Associates, Practicing Company Secretary (ACS: 32682, CP: 12329) has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
4. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on February 16, 2018 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/Depositories and to other shareholders by Registered Post/Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 05:00 pm on March 24, 2018.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. All the members are requested to notify any correction/change in their name/address including PIN Code number immediately to the Depository participant. In the event of non-availability of Member's latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
8. Members are requested to kindly mention their folio number/Client Id number (in case of demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.
9. Members have an option to request for physical copy of the Postal Ballot form from Company's Registrar and Share Transfer Agent viz., M/s Skyline Financial Services Pvt Ltd, 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai - 400072. Request can be sent through an email to mumbai@skylinerta.com by mentioning their Folio/DP Id and Client Id No. Request can also be sent through an e-mail to cs@oyeeemedia.com by mentioning their Folio/DP Id and Client Id No.

However, the duly completed Ballot Forms should reach the scrutinizer not later than 05.00 pm on March 24, 2018. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.

10. The Scrutinizer will submit their report of the votes polled through Postal Ballot, to the Chairman or any Director of the Company. The Chairman will, or in his absence, any Director will announce the results of Voting by Postal Ballot on March 26, 2018 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be displayed at the Registered Office, posted on the Website of the Company www.oyeeemedia.com and intimated to the Stock Exchanges on which the shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1

The Company has generated more than fifty percent of the total revenue in the preceding one year from the main activity i.e. media and entertainment business. The Company is also engaged in the script writing for various shows. Thus, to resonate the identity of the business of the Company, the Company is applying to change the name to "THINK INK STUDIO LIMITED".

The Board believes that the change in the name of the Company which is being undertaken as a part of corporate rebranding would make the name of the Company simple, sharp and focused.

Accordingly, the Company has received the approval from the Registrar of Companies, Maharashtra, Mumbai confirming the availability of new name "Think Ink Studio Limited". The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of shareholders, an application will be made to the Registrar of Companies, for change of name of Company and if approved, the name will be effective from the date of Registrar of Companies approval.

The name availability by ROC is valid only for 60 days within which all formalities are required to be complied. However, all regulatory approvals may not come within the stipulated time. Hence, shareholder's resolution is being obtained to change the name of the Company.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company subsequent to name change.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the shareholders through postal ballot, to be passed as a Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 2

The Members of the Company are aware that the Equity shares of the Company are listed and traded on the BSE Limited.

In order to increase the affordability of the Company's Equity Shares for the retail investors which could lead to their greater participation and increase the liquidity of the Company's Equity Share in the Stock Market, the Board of Directors at their meeting held on February 20, 2018 proposed to sub-divide the nominal value of the Equity Share Capital of the Company from Rs. 10/- per share to Re. 1/- per share.

As per the provisions of Section 61 read with rules framed there under, approval of shareholder is required for sub-division of shares. Hence the Board recommends the above resolution set out in Item No. 2 of the Notice for your approval by way of Ordinary Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 3

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of Memorandum of Association detailed in the resolution.

A copy of the altered Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 11:00 am to 05:00 pm up to March 24, 2018.

As per the provisions of Section 13, 61 read with rules framed there under, approval of shareholder is required for change of Clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 3 of the Notice for your approval by way of Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 4

Mr. Rajesh Sharma (DIN: 07610210) was re-designated as Managing Director of the Company on December 07, 2017. The tenure of Mr. Rajesh Sharma (07610210) will be three years with effect from December 07, 2017.

The Principal Terms of appointment of Mr. Rajesh Sharma (DIN: 07610210), Managing Director are as follows:

1. Tenure of Agreement: For a period of 3 (three) years commencing from 07.12.2017 to

06.12.2020.

2. Basic Salary: Rs. 1,00,000/- per month
3. Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Rajesh Sharma (DIN: 07610210) remuneration by way of salary, perquisites not exceeding the maximum limits laid down in the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rajesh Sharma (DIN: 07610210).
4. Nature of Duties
 - a. The Managing Director shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.
 - b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 4(a) above.
 - c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
5. Other Terms and Conditions
 - a. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice.
 - i. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - ii. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or,
 - iii. In the event the Board expresses its loss of confidence in the Managing Director.
 - b. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

c. Mr. Rajesh Sharma (DIN: 07610210) ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director.

Mr. Rajesh Sharma (DIN: 07610210) satisfies the conditions specified under Section 196 (3) and Part I of Schedule V of the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The brief profile of Mr. Rajesh Sharma (DIN: 07610210) and the detail of shareholding as per requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules made there under are given in Annexure A which forms part of the notice.

A copy of the appointment letter and other documents would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 11:00 am to 05:00 pm up to March 24, 2018.

Hence the Board recommends the above resolution set out in Item No. 4 of the Notice for your approval by way of Ordinary Resolution.

None of the promoters, Directors, Key Managerial Personnel (Except Mr. Rajesh Sharma) or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

**By Order of the Board
For Oyeeee Media Limited**

Sd/-

**Place: Mumbai
Date: 20/02/2018**

**Komal Behl
Company Secretary**

Annexure A

Detail of Director's seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

I.

Name of Director	Mr. Rajesh Sharma
DIN	07610210
Date of Birth	16/09/1985
Date of Appointment on the Board	01/10/2016
Relationship with other Directors inter-se	Not Applicable
Expertise in specific functional area	Media and Entertainment Industry
Qualification	Commerce Graduate
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL