



OYEEEE MEDIA LIMITED

(CIN: U22300MH2008PLC181234)

Our Company was originally incorporated at Mumbai as “Oyeeee Media Private Limited” on 16th April, 2008 under the provisions of the Companies Act, 1956. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Oyeeee Media Limited” vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Mumbai, Maharashtra. For further details in relation to the changes to the name of our Company, please refer to the section titled “Our History and Corporate Structure” beginning on page 87 of this Prospectus.

Registered Office: A-201, 2nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400 053, Maharashtra, India;

Tel: +91-22- 6699 3751 **Email:** cs@oyeeemedia.com; **Website:** www.oyeeemedia.com

Contact Person & Compliance Officer: Ms. Shaila Ramesh Gholap, Company Secretary & Compliance Officer;

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE “SEBI REGULATIONS”)

PUBLIC ISSUE OF 39,75,000 EQUITY SHARES OF RS. 10/- EACH (“EQUITY SHARES”) OF OYEEEE MEDIA LIMITED (“OML” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. 40/- PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. 1590.00 LACS (“THE ISSUE”), OF WHICH, 2,01,000 EQUITY SHARES OF RS. 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 37,74,000 EQUITY SHARES OF RS. 10 EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.83% AND 25.48%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THIS ISSUE IS BEING IN TERMS OF CHAPTER X-B OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.

For Further Details See “Issue Related Information” Beginning On Page 139 of this Prospectus.

All potential investors may participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 145 of this Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE IS 4 (FOUR) TIMES OF THE FACE VALUE.

RISK IN RELATION TO THE FIRST ISSUE TO THE PUBLIC

This being the first issue of our Company, there has been no formal market for the securities of the Company. The face value of the Equity Shares is Rs. 10/- and the issue price is at Four (4) times of face value. The issue price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on “Basis For Issue Price” beginning on page 49 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the shares of the Company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the BSE SME Platform nor does BSE SME Platform guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 9 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through Prospectus are proposed to be listed on the BSE SME Platform In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this issue. However, our company has received an approval letter dated 23rd July, 2015 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited (“BSE”).

LEAD MANAGER



FIRST OVERSEAS CAPITAL LIMITED

1-2 Bhupen Chambers, Ground Floor,
Dalal Street, Mumbai-400-001

Tel No. +91 22 4050 9999 **Fax No.** +91 22 4050 9900

Email id: rushabh@focl.in

Investor Grievance Email: investorcomplaints@focl.in

Website: www.focl.in

SEBI Registration No: INM000003671

Contact person: Mr. Rushabh Shorff

REGISTRAR TO THE ISSUE



SHAREPRO SERVICES (INDIA) PVT. LTD.

Building No. 13 AB, 2nd Floor, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road,
Sakinaka, Andheri (E), Mumbai – 400 072

Tel: 022 6191 5402/022 6191 5404, **Fax:** 022 6191 5444

E-mail: sme.ipo@shareproservices.com

Website: www.shareproservices.com

Contact Person: Mr. Prakash Khare

SEBI Regn. No: INR000001476

ISSUE PROGRAMME

ISSUE OPENS ON: 13TH AUGUST, 2015

ISSUE CLOSES ON: 19TH AUGUST, 2015

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

DEFINITIONS

TERMS	DESCRIPTION
"Our Company", "the Company", "OML", "Oyeeee" "we", "us" or "the Issuer"	Oyeeee Media Limited, a Public Limited Company incorporated under the Companies Act, 1956

CONVENTIONAL/GENERAL TERMS

TERMS	DESCRIPTION
AOA/Articles/ Articles of Association	Articles of Association of Oyeeee Media Limited
Banker to the Issue	HDFC Bank Limited, I Think Techno Campus, Level 0-3, Next to Kanjur Marg Railway Station, Kanjur Marg (E), Mumbai - 400 042
Board of Directors / Board/Director(s)	The Board of Directors of Oyeeee Media Limited
BSE	BSE Limited (the Designated Stock Exchange)
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and / or Provisions of the Companies Act, 1956 w.r.t. to the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depositories Act	The Depositories Act, 1996 as amended from time to time
CIN	Company Identification Number
DIN	Directors Identification Number
Depositories	NSDL and CDSL
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
Director(s)	Director(s) of Oyeeee Media Limited, unless otherwise specified
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10 each unless otherwise specified in the context thereof
EPS	Earnings Per Share
GIR Number	General Index Registry Number
Gol/ Government	Government of India
Statutory Auditor / Auditor	M/s. Agarwal & Mangal, Chartered Accountants, the Statutory Auditors of our Company.
Peer Review Auditors	M/s. Agarwal & Mangal, Chartered Accountants, the Peer View Auditors of our Company.
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offerings
Key Managerial Personnel / Key Managerial Employees	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 98 of this Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Oyeeee Media Limited
Non Resident	A person resident outside India, as defined under FEMA
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or

TERMS	DESCRIPTION
	indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Registered office of our Company	A-201, 2 nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400 053, Maharashtra, India
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of BSE/Stock Exchange	The SME platform of BSE for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
SWOT	Analysis of strengths, weaknesses, opportunities and threats
RoC	Registrar of Companies, Mumbai, Maharashtra

ISSUE RELATED TERMS

TERMS	DESCRIPTION
Allotment/Allot	Issue of Equity Shares pursuant to the Issue to the successful applicants as the context requires.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount (ASBA)	Means an application for subscribing to an issue containing an authorization to block the application money in a bank account
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the appropriate application Amount of the ASBA applicant, as specified in the ASBA Application Form
ASBA Applicant(s)	Prospective investors in this Issue who apply through the ASBA process. Pursuant to SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, non- retail Investors i.e. QIBs and Non-Institutional Investors participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
ASBA Location(s)/Specified Cities	Location(s) at which ASBA Application can be uploaded by the Brokers, namely Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat
ASBA Public Issue Account	An Account of the Company under Section 40 of the Act, where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Investors
Basis of Allotment	The basis on which Equity Shares will be allotted to the Investors under the Issue and which is described in "Issue Procedure-Basis of Allotment" on page 152 of the Prospectus.
Designated Market Maker	Alacrity Securities Limited
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or

TERMS	DESCRIPTION
	invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein
Issue/Issue size/ initial public issue/Initial Public Offer/Initial Public Offering	Public Issue of 39,75,000 Equity Shares of Rs. 10/- each ("Equity Shares") of Oyeeee Media Limited ("OML" or the "Company" or the "Issuer") for cash at a price of Rs. 40/- per share (the "Issue Price"), aggregating to Rs. 1590.00 Lacs ("the Issue")
Issue Opening date	The date on which the Issue opens for subscription
Issue Closing date	The date on which the Issue closes for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
Lead Manager/LM	Lead Manager to the Issue being First Overseas Capital Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Maker Reservation Portion	The Reserved portion of 2,01,000 Equity Shares of Rs. 40/- per Equity Share aggregating to Rs 80.40 Lacs for Designated Market Maker in the Initial Public Issue of Oyeeee Media Limited
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 37,74,000 Equity Shares of Rs. 40/- per Equity Share aggregating to Rs. 1509.60 Lacs by Oyeeee Media Limited
Business Day	Any day on which commercial banks in Mumbai are open for the business
FOCL	First Overseas Capital Limited
Depository Act	The Depositories Act, 1996
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Escrow Account	Account opened/to be opened with the Escrow Collection Bank(s) and in whose favour the Applicant (excluding the ASBA Applicant) will issue cheques or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement entered / to be entered into amongst the Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof
Escrow Bankers to the Issue / Escrow Collection Bank (s)	HDFC Bank Limited, I Think Techno Campus, Level 0-3, Next to Kanjur Marg Railway Station, Kanjur Marg (E), Mumbai - 400 042
Escrow Collection Bank(s)	The banks, which are clearing members and registered with SEBI as Bankers to the Issue at which bank the Escrow Account of our Company, will be opened
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 40/-
Mutual Funds	A Mutual Fund registered with SEBI under SEBI (Mutual Funds) Regulations, 1996
Memorandum of Understanding	The arrangement entered into on 28 th May, 2015 between our Company, and Lead Manager pursuant to which certain arrangements are agreed in relation to the Issue
Non - resident	A person resident outside India, as defined under FEMA including eligible NRIs and FIIs
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Issue Account / Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the Escrow Account on or after the Issue Opening Date
Qualified Institutional Buyers or QIBs	The term "Qualified Institutional Buyers" or "QIBs" shall have the meaning ascribed to such term under the SEBI ICDR Regulations and shall mean and include (i) a Mutual Fund, VCF and FVCI registered with SEBI; (ii) an FI and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; (iii) a public financial institution as defined in Section 4A of the Companies Act; (iv) a scheduled commercial bank; (v) a multilateral and bilateral

TERMS	DESCRIPTION
	development financial institution; (vi) a state industrial development corporation; (vii) an insurance company registered with the Insurance Regulatory and Development Authority; (viii) a provident fund with minimum corpus of Rs. 250 million; (ix) a pension fund with minimum corpus of Rs. 250 million; (x) National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; (xi) insurance funds set up and managed by army, navy or air force of the Union of India; and (xii) insurance funds set up and managed by the Department of Posts, India eligible for applying in this Issue.
Registrar/Registrar to the Issue	Registrar to the Issue being Sharepro Services (India) Private Limited, Building No. 13 AB, 2 nd Floor, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072
Retail Individual Investor(s)	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000
Refund Account	The account opened / to be opened with Escrow Collection Bank(s), from which refunds, if any, of the whole or part of application Amount (excluding to the ASBA Applicants) shall be made.
Refund bank	HDFC Bank Limited, I Think Techno Campus, Level 0-3, Next to Kanjur Marg Railway Station, Kanjur Marg (E), Mumbai - 400 042
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, RTGS or the ASBA process, as applicable
Self Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf or at such other website as may be prescribed by SEBI from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Underwriters	First Overseas Capital Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company
Working Days	All days on which banks in Mumbai are open for business except Sunday and public holiday, provided however during the Application period a working day means all days on which banks in Mumbai are open for business and shall not include a Saturday, Sunday or a public holiday
Market Maker	A market maker is a company, or an individual, that quotes both a buy and a sell price in a financial instrument or commodity held in inventory, hoping to make a profit on the bid-offer spread, or turn. Market makers are net sellers of an option to be adversely selected at a premium proportional to the trading range at which they are willing to provide liquidity.

COMPANY/INDUSTRY RELATED TERMS/TECHNICAL TERMS

TERM	DESCRIPTION
2D	Two dimensional
3D	Three dimensional
Bollywood	Terminology for Hindi Film Industry
D-Cinema	Digital Cinema
E-Cinema	A commonly used term to describe various technologies used to digitally deliver movie content other than through D-Cinema.
Motion Pictures	Audiovisual works consisting of a series of related images which when shown in

TERM	DESCRIPTION
	succession, impart an impression of motion
Pre-Production	Preparation for the shoot, in which cast and crew are hired, locations are selected, and sets are built
Post-Production	The film is edited, sound effects, music and any computer effects are added, and the film is completed
Script	The dialog and instructions for a performance work
VHS	Video Home System

ABBREVIATIONS

ABBREVIATION	FULL FORM
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor in Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
B. Tech	Bachelor in Technology
CAGR	Compounded Annual Growth Rate
CA	Chartered Accountant
CAIIB	Certified Associate of the Indian Institute of Bankers
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CS	Company Secretary
DP	Depository Participant
DNB	Diplomat of National Board
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/ Government	Government of India
HUF	Hindu Undivided Family
MBA	Masters in Business Administration
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
NAV	Net Asset Value

ABBREVIATION	FULL FORM
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, Mumbai, Maharashtra
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

FINANCIAL DATA

Unless stated otherwise, the financial data in this Prospectus is extracted from the financial statements of our Company for the fiscal years 2015, 2014, 2013, 2012 and 2011 the restated financial statements of our Company for Fiscal Years 2015, 2014, 2013, 2012 and 2011 prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled – Financial Information on page 104. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. Our fiscal years commence on April 1 and end on March 31. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, US GAAP and IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian Accounting Practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

CURRENCY OF PRESENTATION

All references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "\$", "US\$", "USD", "U.S.\$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One Hundred Thousand".

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Prospectus has been obtained from Internal Company Reports and Industry Publications and the Information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

For additional definitions, please refer the section titled "Definitions and Abbreviations" on page 1 of this Prospectus

FORWARD LOOKING STATEMENTS

Our Company has included statements in this Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "project", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Media & Entertainment industry in India and overseas in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our inability to manage our growth effectively;
- Our inability to retain the services of our senior management, key managerial personnel and capable employees / faculties;
- Our inability to renew rents/ arrangements for our Properties used for business activities or conduct new rent arrangements on commercially acceptable terms;
- Changes in technologies;
- Failure to successfully upgrade our services, from time to time;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Negative Publicity
- Conflicts of Interest with Affiliated Companies, the Group Entities and Other Related Parties;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause Company's actual results to differ, see the section titled "Risk Factors" on page 9 of this Prospectus. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, and their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange.

SECTION II

RISK FACTORS

An Investment in equity involves higher degree of risks. Prospective investors should carefully consider the risks described below, in addition to the other information contained in this Prospectus before making any investment decision relating to the Equity Shares. The occurrence of any of the following events could have a material adverse effect on the business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to decline and you may lose all or part of your investment.

Prior to making an investment decision, prospective investors should carefully consider all of the information contained in this Prospectus, including the sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the "Financial Information" included in this Prospectus beginning on pages 72, 117 & 104 respectively. The occurrence of any of the following events could have a material adverse effect on our business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to fall significantly.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.

INTERNAL RISK FACTORS

1. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Directors could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

2. We do not own the Registered Office of our Company.

We operate from our registered office situated at A-201, 2nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400 053, which is a rented premises. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

3. We have reported negative cash flows.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Net Cash flow from Operating activities	(730.54)	(39.09)	(91.20)	(10.37)	(114.17)
Net Cash Flow from Investing activities	12.49	-	93.14	11.75	(104.99)
Net Cash Flow from Financing activities	818.96	41.11	0.01	(0.67)	188.92
Net Cash Flow for the Year	100.92	2.02	1.95	0.71	(30.24)

4. In the 12 months prior to the date of filing the Prospectus, the Company had issued Equity Shares at a price, which is lower than the Issue Price.

In the 12 months prior to the date of filing of the Prospectus, the Company had issued Equity Shares at a price, which is lower than the Issue Price, as set forth below:

Subscriber	Date of Allotment	Number of Equity Shares	Issue Price (Rs.)	Consideration	Reasons for Allotment
Various allottees as per list disclosed on page 35-36 of this Prospectus	24.09.2014	21,15,000	10	Cash	Further Allotment to infuse funds
Various allottees as per list disclosed on page 36 of this Prospectus	23.12.2014	35,00,000	10	Cash	Further Allotment to infuse funds
Various allottees as per list disclosed on page 36 of this Prospectus	21.01.2015	31,00,000	10	Cash	Further Allotment to infuse funds

5. If we are unable to effectively implement our business and growth strategies, our results of operations may be adversely affected. Our success will depend, in large part, on our ability to effectively implement our business and growth strategies.

We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of targeted customers. We believe that our business and growth strategies will place significant demands on our management and other resources and will require us to develop and improve operational, financial and other internal controls. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations.

As part of our growth strategy, we propose to continue focus on film / television management, event management and artist management. While developing these verticals, we may encounter cost overruns or delays in implementation due to, among other causes, receipt of government approvals, and availability of artists or delivery of equipment by suppliers. The occurrence of any of these risks could adversely affect our business, financial condition, and results of operations.

6. The valuations of companies in the media/entertainment industry are perceived to be high, which may not be sustained in the future and may also not be reflective of future valuations in the industry and there is no standard valuation methodology.

We are engaged in the business of film/television management, event management and artist management. The valuations in the media/entertainment industry have been varying substantially in the recent past and hence current valuation may not be reflective of future valuations in the industry. There is no standard valuation methodology in this sector and the valuations in the media/entertainment industry may not be sustained in future and current valuations may not be reflective of future valuations for the industry.

7. The entertainment industry is subject to shifts in tastes and preferences of audiences.

The entertainment industry is prone to unforeseen shifts in tastes and preferences of audiences, which could have an impact on the operations of our Company. Our success will depend on our ability to understand the business environment and adapt/change our business strategy accordingly.

8. We have entered into certain related party transactions and may continue to do so.

We have entered into related party transactions with our Management and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 102 of this Prospectus.

9. Our Company does not have any long term supply contracts with our customers, which may adversely affect our results of operations.

Our Company does not have any long term commitments with our customers for our existing business services. Major selling is done through verbal and orders through email hence there is no assurance that our Company will continue to service our existing customers and if we would not be able to service our customers, which could have an adverse effect on our Company's operations and profitability.

10. We are dependent on third-party media houses and production houses to source the contents, which we trade and distribute. Denial of supply of contents to us at acceptable terms will adversely affect our activities and subsequently our reputation and results of operations.

We are engaged in the business of trading and marketing of media and entertainment contents and we largely depend upon the producers and media houses to source these contents. Any denial or escalation in prices of these contents would adversely affect the operations and consequently affect our results of operations.

11. Piracy may adversely impact our revenues and business.

We are largely dependent on maintenance of intellectual property rights in the entertainment products and services which we market. Piracy of media products, including digital and internet piracy may decrease revenue from the exploitation of our products.

12. Our trademark is not registered under the Trade Marks Act our ability to use the trademark may be impaired.

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. Our Company has made application for registration of logo. We cannot guarantee that all the pending application will be decided in the favor of the Company. If our trademarks are not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

13. The success of film / television management, event management and artist management depends on our artists and technicians and their loss or unavailability could adversely affect our business.

Film / television management, event management and artist management and its success largely depend upon creativity and individual skills of few people like the artists and other technicians, which are not readily replaceable. Thus the entire success of our operations depends upon the creativity of these few peoples. Unavailability of these artists and technicians could also delay our projects. Further in case of any dispute with or loss of any of these people for any reason may adversely effect the completion of the project, which in turn could materially adversely affect results of our operations.

14. Public Image of Lead Artists working in television serials Produced / managed by Our Company may affect the success of television serial and event.

Since the lead artists are usually public figures, their image in public is very crucial to their popularity. Any dent to their public image for any reason whatsoever may impact the performance of the television serial and event.

15. Our ability to acquire desired programming and artistic talent might be adversely affected by competition and costs.

The success of our project would depend largely upon the quality of our content. Retention and enhancement of our viewer ship would depend upon our ability to acquire popular contents and in the production of popular television serials at a reasonable price. We may face competition in acquiring rights of popular films and from entertainment companies in the film and TV industry for arrangements with popular artists, technicians, directors, producers and writers for our in-house production of television serials. Inability to obtain / produce high quality programming content, high cost associated with competition may adversely affect our financials and business condition.

16. The company has not yet entered in to any agreement with the artists, directors, studios and nor yet placed any order to hire pre as well post production equipment.

According to standards of the media and entertainment industry by and large agreements or contracts are being placed only after the finalization of production schedule based upon the availability of dates and approvals for shooting and we can place order for hiring of requisite equipment only after the finalization of casting, location of shooting etc.

17. The Company may not be able to obtain adequate funding required to carry out its future plans for growth.

Disruptions in global credit and financial markets and the resulting governmental actions around the world could have a material adverse impact on the Company's ability to meet its funding needs. The Company, in order to carry out its operation requires continuous access to large quantities of capital.

18. Our operations are geographically located in one area and any localized social unrest, natural calamities, etc. could have material adverse effect on business and financial operations.

Our operations are mainly based in Mumbai, which is hub of fiction media. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Mumbai could have material adverse effect on our business, financial position and results of operations.

19. There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 50,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

20. Delay in raising funds from the IPO could adversely impact the implementation schedule.

The proposed expansion, as detailed in the section titled “*Objects of the Issue*” is to be entirely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

21. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 42 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

22. We have not identified any alternate source of financing the ‘Objects of the Issue’. If we fail to mobilize resources as per our plans, our growth plans may be affected.

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” on page no. 42 of this Prospectus.

EXTERNAL RISK FACTORS

23. Political, economic and social changes in India could adversely affect our business.

Our business, and the market price and liquidity of our Company’s shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

24. Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of

income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

25. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

26. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

27. A slowdown in economic growth in India could cause our business to suffer.

Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian Economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely influence our results of operations, and consequently the price of our Equity Shares.

28. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability, which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

29. Third party statistical and financial data in this Prospectus may be incomplete or unreliable.

We have not independently verified any of the data from industry publications and other sources referenced in this Prospectus and therefore cannot assure you that they are complete or reliable. Discussions of matters relating to India, its economies or the industries in which we operate in this Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

RISKS RELATING TO THE EQUITY SHARES

- 30. Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.**

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

- 31. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 32. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.**

Prior to the offer, there has been no public market for our Equity Shares, and an active trading market on the SME Platform of BSE. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the media & entertainment industry, developments relating to India and volatility in the Exchange and securities markets elsewhere in the world. However, the LM will arrange for compulsory market making for a period of 3 years from the date of listing as per the regulations applicable to the SME Platforms under SEBI (ICDR) Regulations, 2009.

- 33. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

- 34. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. Alacrity Securities Limited is acting as Designated Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint

ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the section titled *“General Information - Details of the Market Making Arrangement for this Issue”* on page 31 of this Prospectus.

PROMINENT NOTES:

- 1) **SIZE OF THE ISSUE:**
Public Issue of 39,75,000 Equity Shares of Rs. 10/- each (the "Equity Shares") for cash at a price of Rs. 40/- per Equity Share aggregating to Rs. 1590.00 Lacs ("the Issue") by Oyeeee Media Limited ("OML" or the "Company" or the "Issuer"). Out of the Issue, 2,01,000 Equity Shares of Rs. 10 each at a price of Rs. 40/- each per Equity Share aggregating to Rs. 80.40 Lacs, which will be reserved for subscription by Market Makers to the issue (the "market maker reservation portion") and Net Issue to the Public of 37,74,000 Equity Shares of Rs. 10 each at a price of Rs. 40/- each per Equity Share aggregating to Rs. 1509.60 Lacs (hereinafter referred to as the "Net Issue"). The Issue and the Net Issue will constitute 26.83% and 25.48%, respectively, of the post issue paid up Equity Share capital of the Company.
- 2) Our Company does not have an identifiable promoter.
- 3) Our Net worth as on 31st March, 2015 is Rs. 1108.74 Lacs as per Restated Financial Statements.
- 4) The Book - Value per share as on 31st March, 2015 is Rs. 22.77 as per Restated Financial Statements.
- 5) There was no change in the name of the Company at any time during last three years immediately preceding the date of filing of this offer document except the fact that constitution of our company has been changed to a Public Limited Company and consequently the name was changed to "Oyeeee Media Limited " vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Mumbai, Maharashtra.
- 6) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the BSE Limited, the Designated Stock Exchange. For more information, please refer to "*Basis of Allotment*" on page 152 of the Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
- 7) Investors are advised to refer to the paragraph on "*Basis for Issue Price*" on page 49 of this Prospectus before making an investment in this Issue.
- 8) No part of the Issue proceeds will be paid as consideration to Directors, key management employee, associate companies, or Group Companies.
- 9) Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.
- 10) Other than as stated in the section titled "*Capital Structure*" beginning on page 34 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
- 11) Except as mentioned in the sections titled "*Capital Structure*" beginning on page 34 of this Prospectus, we have not issued any Equity Shares in the last twelve months.
- 12) Except as disclosed in the sections titled "*Our Management*" on page 90 of this Prospectus, none of our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.

- 13) Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.
- 14) For transactions in Equity Shares of our Company by the Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "*Capital Structure*" on page 34 of this Prospectus.
- 15) There are no contingent liabilities as on 31st March, 2015.
- 16) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "*Financial Information*" on page 104 of this Prospectus.
- 17) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as Annexure 14 of restated financial statement under the section titled "*Financial Information*" on page 117 of the Prospectus.

SECTION III: INTRODUCTION

SUMMARY

This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Prospectus, including the information on “Risk Factors” and related notes on page 9 of this Prospectus before deciding to invest in Equity Shares.

INDUSTRY OVERVIEW

Overview of the Indian Economy

India has become one of the most attractive destinations for investment owing to favourable government policies and reforms in the past few months. The approval of foreign direct investment (FDI) in several sectors has allowed investments to pour into the economy. According to the data provided by Department of Industrial Policy and Promotion (DIPP), the cumulative amount of FDI inflows in the country in the period April 2000-September 2014 was US\$ 345,073 million.

Growth in India is expected to rise to 5.6 per cent in 2014 and pick up further to 6.4 per cent in 2015 as both exports and investment will increase, according to the World Economic Outlook (WEO) report released by International Monetary Fund (IMF).

Sectors projected to do well in the coming years include automotive, technology, life sciences and consumer products. Engineering and research and development (ER&D) export revenue from India is expected to reach US\$ 37-45 billion by 2020, from an estimated US\$ 12.4 billion in FY14, according to Nasscom.

Furthermore, the US\$ 1.2 trillion investment that the government has planned for the infrastructure sector in the 12th Five-Year Plan is set to help in further improving the export performance of Indian companies and the Indian growth story, which will consequently improve the overall Indian economy.

Media and Entertainment Industry

The Indian media and entertainment industry is a vibrant and evolving space, exercising influence on a large populace. The various segments under the media and entertainment industry include:

- ❖ Television
- ❖ Newspapers
- ❖ Films
- ❖ Radio
- ❖ Digital (Internet & Mobile)
- ❖ Music
- ❖ Outdoor

Steady industry growth in the past driven by multiple segments

The media and entertainment industry in India has witnessed a steady growth trajectory over the last five years.

Revenues between 2009 and 2014 are estimated to have increased at a 10% CAGR, aided by continuous expansion in the reach of the various media segments, steady growth in the largest media segments, i.e. television and print, and emergence and rapid expansion of new segments such as digital.

While television and print (primarily newspapers) accounted for majority of the media industry's revenues, the share of segments such as films, radio and digital rose at a steady pace.

The digital segment (though starting off from a low base) is estimated to have the highest growth rate over the last

five-year period at over 35%, aided by the rising acceptance of the medium from corporates and advertisers, a continuous increase in the quantum of data consumed and the rising penetration of smartphones. This would be followed by growth in radio as a medium (again from a low base), followed by the two largest media, i.e. television and newspapers.

Media and entertainment - industry revenues

(Rs billion)	2009	2010	2011	2012	2013	2014E	CAGR	Share of revenues - 2014
Television	282	320	352	383	423	474	11%	51%
Newspapers	141	159	169	183	198	220	9%	24%
Films	106	100	103	118	127	138	5%	15%
Radio	9	11	13	14	15	17	13%	2%
Digital	6	10	13	17	21	28	37%	3%
Others *	32	36	38	40	44	48	9%	5%
Total	576	636	689	754	828	924	10%	100%

E: Estimated

* Others includes revenues from outdoor advertising and magazines

Source: CRISIL Research

Move to digital media, and rising penetration to propel industry

Between 2014 and 2019, the industry's revenues are forecast to grow at a 13% CAGR to over ₹1.7 trillion. During the next five years, the digital segment is expected to record its sharpest growth rate of over a 26% CAGR, aided by rising acceptance of the medium from corporates and advertisers, continuous increase in the quantum of data consumed and rising penetration of smartphones.

Media and entertainment - industry revenues (estimated/projected)

(Rs billion)	2014E	2015P	2016P	2017P	2018P	2019P	CAGR
Television	474	542	622	712	824	953	15%
Newspapers	220	246	274	299	330	364	11%
Films	138	149	163	181	197	213	9%
Radio	17	20	23	27	31	35	15%
Digital	28	38	52	65	80	92	26%
Others*	48	51	57	61	65	70	8%
Total	924	1,046	1,192	1,345	1,527	1,726	13%

E: Estimated; P: Projected

* Others include revenues from outdoor advertising and magazines. Note: CAGR is from 2014 to 2019.

Source: CRISIL Research

BUSINESS OVERVIEW

We are incorporated in Mumbai as "Oyeeee Media Private Limited" as on 16th April 2008 as a private limited company under the provisions of Companies Act 1956. It is registered in Registrar of Companies, Mumbai Maharashtra. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Oyeeee Media Limited" vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Maharashtra.

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of Film/TV Management services, Event Management, Artist Management and Celebrity Management services in Mumbai. We also aim at achieving greater and long-term growth.

We offer fully customized solutions that give shape to our clients' special preferences, their needs and vision for the program.

We are a full-fledged media house, wherein we design and deliver premium solutions for world's leading companies and individual clients. Our solution certainly plays a decisive role in getting the attention that our client's brand deserves in their niche market.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events at national and international levels to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

We lead a very creative and enthusiastic team of talented youngsters. They are meticulous planner and an excellent organizer who are totally committed and focused.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in Customer Service and Support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into Television Serials. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

OUR SERVICES

We are an in-house production division solely created to focus on development and production of reality shows, documentary soap & documentary drama programming, viz.:

- TV Shows - Reality, Fiction & Non-Fiction
- Feature Films
- Corporate Videos/Films
- Music Videos
- Promotional Videos
- Documentaries
- Artist and celebrity Management
- Event Management

SWOT

Strengths

- Integrated Business Model
- Strong managerial capability
- Cordial relations across entertainment industry
- Sound structured national network facilitates and the boom of M&E industry
- Lower response time with efficient and effective service
- Operational excellence
- Expertise in mass-appeal movies and music
- Pool of contents

Weaknesses

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- Rapid Technological changes
- No prediction or forecast of audience taste about the success of films/ TV shows etc.

Opportunities

- Rapid urbanization
- Regional Media on rise
- Digitization and New Media- New Avenues
- Growing awareness among viewers/customers about new technologies.
- New phase of low budget movies/TV Shows etc.
- Increase in no. of channels and Multiplexes.

Threats

- Government & regulatory norms
- Fleeting Consumer expectations
- Decreasing Cycle time
- Increasing cost of rights for movies and songs
- Fragmentation
- There are no entry barriers in our industry, which puts us to the threat of competition from new entrants.
- Any change or shift of focus of Government policies may adversely impact our financials

SUMMARY OF FINANCIAL DATA

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Equity & Liabilities					
Shareholders' Funds					
Share Capital	1,083.90	212.40	23.60	23.60	23.60
Reserve & Surplus	28.75	8.99	203.10	203.11	203.35
Total (A)	1,112.65	221.39	226.70	226.71	226.95
Non Current Liabilities					
Share Application Money	-	-	-	-	-
Long Term Borrowings	-	-	-	-	-
Deferred Tax Liabilities (Net)	0.35	-	-	-	-
Total (B)	0.35	-	-	-	-
Current Liabilities					
Short Term Borrowings	-	41.10	-	-	-
Trade Payables	-	-	-	-	9.82
Other Current Liabilities	58.17	6.67	0.03	0.03	0.03
Short Term Provisions	12.68	0.64	0.04	-	0.04
Total (C)	70.85	48.41	0.07	0.03	9.89
Total (D=A+B+C)	1,183.85	269.80	226.77	226.74	236.84
Assets					
Fixed Assets:					
Tangible Assets	6.30	-	-	-	-
Intangible Assets	-	-	-	-	-
Long Term Loans & Advances	-	-	-	-	-
Non Current Investments	-	-	-	-	-
Other Non Current Assets	3.91	0.43	0.53	0.63	0.06
Total (E)	10.21	0.43	0.53	0.63	0.06
Current Assets					
Current Investments	-	1.53	1.53	94.00	105.38
Inventories	20.00	-	-	-	-
Trade Receivables	-	0.22	90.65	-	-
Cash & Bank Balances	105.98	5.07	3.06	1.11	0.40
Short Term Loans & Advances	1,047.66	262.55	131.00	131.00	131.00
Other Current Assets	-	-	-	-	-
Total (F)	1,173.64	269.37	226.24	226.11	236.78
Total (G=E+F)	1,183.85	269.80	226.77	226.74	236.84

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Income					
Operational Revenue	83.28	7.50	-	-	-
Other Income	18.12	-	0.67	0.37	0.39
Total	101.40	7.50	0.67	0.37	0.39
Expenditure					
Purchases	20.00	-	-	-	-
Decrease / (Increase) in Inventories	(20.00)	-			
Employees Costs	15.07	1.05	0.28	0.24	0.06
Operative, Administrative & Selling Expenses	45.36	4.42	0.27	0.27	0.18
Total	60.43	5.47	0.55	0.51	0.24
Profit before Depreciation, Interest and Tax	40.97	2.03	0.12	(0.14)	0.15
Depreciation	0.86	-	-	-	-
Preliminary Expenses Written Off	-	0.09	0.09	0.09	0.03
Profit before Interest & Tax	40.11	1.94	0.03	(0.23)	0.12
Interest & Finance Charges		-	-	-	-
Net Profit before Tax	40.11	1.94	0.03	(0.23)	0.12
Less: Provision for Taxes:					
Current Tax	12.04	0.60	0.04	-	0.04
Deferred Tax	0.35	-	-	-	-
Net Profit After Tax & Before Extraordinary Items	27.72	1.34	(0.01)	(0.23)	0.08
Extra Ordinary Items (Net of Tax)	-	-	-	-	-
Net Profit	27.72	1.34	(0.01)	(0.23)	0.08

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before taxes	40.11	1.94	0.03	(0.23)	0.12
Adjustment for:					
Add: Depreciation	0.86	-	-	-	-
Add: Preliminary Expenses Written Off	-	0.09	0.09	0.09	0.03
Less: Interest Income	(18.12)	-	-	-	-
Less: Income on sale of Investments	-	-	(0.67)	(0.37)	(0.39)
Operating Profit before Working capital changes	22.85	2.03	(0.55)	(0.51)	(0.24)
Adjustments for:					
Decrease (Increase) in Trade & Other Receivables	0.22	90.43	(90.65)	-	-
Decrease (Increase) in Inventories	(20.00)	-	-	-	-
Decrease (Increase) in Short Term Loans & Advances	(785.11)	(131.55)	-	-	(123.75)
Increase (Decrease) in Trade Payables	-	-	-	(9.82)	9.82
Increase (Decrease) in Other Current Liabilities	51.50	-	-	-	-
Net Changes in Working Capital	(753.39)	(41.12)	(90.65)	(9.82)	(113.93)
Cash Generated from Operations	(730.54)	(39.09)	(91.20)	(10.33)	(114.17)
Taxes	0.00	-	-	(0.04)	-
Net Cash Flow from Operating Activities (A)	(730.54)	(39.09)	(91.20)	(10.37)	(114.17)
CASH FLOW FROM INVESTING ACTIVITIES					
Sale / (Purchase) of Fixed Assets	(7.16)	-	-	-	-
Interest Income	18.12	-	-	-	-
Decrease (Increase) in Investments	1.53	-	93.14	11.75	(104.99)
Net Cash Flow from Investing Activities (B)	12.49	-	93.14	11.75	(104.99)
CASH FLOW FROM FINANCING ACTIVITIES					
Issue of share capital	871.50	-	-	-	226.00
Proceeds / (Refund) from Share Application Money	-	-	-	-	(37.08)
Preliminary Expenses Incurred	(11.44)	0.01	0.01	(0.67)	-
Increase / (Repayment) of Long Term Borrowings	-	-	-	-	-
Increase / (Repayment) of Short Term Borrowings	(41.10)	41.10	-	-	-
Net Cash Flow from Financing Activities (C)	818.96	41.11	0.01	(0.67)	188.92
Net Increase / (Decrease) in Cash & Cash Equivalents	100.92	2.02	1.95	0.71	(30.24)
Cash and cash equivalents at the beginning of the year / Period	5.07	3.06	1.11	0.40	30.64
Cash and cash equivalents at the end of the year/ Period	105.98	5.07	3.06	1.11	0.40

ISSUE DETAILS IN BRIEF

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

Equity Shares Offered: Fresh Issue of Equity Shares by our Company	Issue of 39,75,000 Equity Shares of Rs. 10 each at a price of Rs. 40 per Equity Share aggregating Rs. 1590.00 Lacs.
Of Which:	
Issue Reserved for the Market Makers	2,01,000 Equity Shares of Rs. 10 each at a price of Rs. 40 per Equity Share aggregating Rs. 80.40 Lacs.
Net Issue to the Public	37,74,000 Equity Shares of Rs. 10 each at a price of Rs. 40 per Equity Share aggregating Rs. 1509.60 Lacs.
Equity Shares outstanding prior to the Issue	1,08,39,000 Equity Shares of face value of Rs. 10 each
Equity Shares outstanding after the Issue	1,48,14,000 Equity Shares of face value of Rs. 10 each
Objects of the Issue	Please refer section titled “ <i>Objects of the Issue</i> ” on page 42 of this Prospectus.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “*Issue Structure*” on page 143 of this Prospectus.

GENERAL INFORMATION

OYEEEE MEDIA LIMITED

Our Company was originally incorporated at Mumbai as “Oyeeee Media Private Limited” on 16th April, 2008 under the provisions of the Companies Act, 1956. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Oyeeee Media Limited ” vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Mumbai, Maharashtra.

REGISTERED OFFICE:

A-201, 2nd Floor,
Crystal Plaza, New Link Road,
Oshiwara Village, Andheri West,
Mumbai-400 053,
Maharashtra, India
Tel: +91-22- 6699 3751
Email: cs@oyeeeemedia.com
Website: www.oyeeeemedia.com

COMPANY REGISTRATION NUMBER: 181234

COMPANY IDENTIFICATION NUMBER: U22300MH2008PLC181234

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai, Maharashtra
100, Everest, Marine Drive,
Mumbai - 400 002
Tel: +91-22-2284 6955, 2281 2627, 2281 2645
Fax: +91-22-22811977
Email: roc.mumbai@mca.gov.in
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE: BSE Limited

LISTING OF SHARES OFFERED IN THIS ISSUE: SME platform of BSE

For details in relation to the changes to the name of our Company, please refer to the section titled “Our *History and Corporate Structure*” beginning on page 87 of this Prospectus.

CONTACT PERSON: Ms. Shaila Ramesh Gholap, Company Secretary & Compliance Officer; A-201, 2nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400 053, Maharashtra, India.
Tel: +91-22- 6699 3751 Email: cs@oyeeeemedia.com

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Raj Saluja	Managing director	07111214	B-33, Dreamland CHS, IMP Lane, Bhabrekar Nagar, Ganesh Nagar, Kandivali (West), Mumbai-400 067, Maharashtra, India

NAME	DESIGNATION	DIN	ADDRESS
Mr. Prasanjit Gupta	Non Executive Non Independent Director	07109349	Flat No. 2404, A-Wing, Tower No. 60, Ektanaga Mahada, Kandivali (West), Mumbai-400 067, Maharashtra, India
Mr. Abhishek Awasthi	Independent director	07081827	B-2/501, Serenity Complex, Oshiwara, Andheri (West), Mumbai-400 102, Maharashtra, India
Ms. Vividha Kirti	Independent director	07143398	123, DDA, LIG Flats, Pocket-3, Paschim Puri, Delhi-110 063, Delhi, India

For further details of Management of our Company, please refer to section titled "*Our Management*" on page 90 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Shaila Ramesh Gholap,
Company Secretary & Compliance Officer;
A-201, 2nd Floor,
Crystal Plaza, New Link Road,
Oshiwara Village, Andheri West,
Mumbai-400 053,
Maharashtra, India
Tel: +91-22- 6699 3751
Email: cs@oyeeemedia.com
Website: www.oyeeemedia.com

Investors can contact our Compliance Officer in case of any pre-Issue or post-Issue related matters such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, refund orders etc.

CHIEF FINANCIAL OFFICER

Mr. Narendra Kumar
Chief Financial Officer;
A-201, 2nd Floor,
Crystal Plaza, New Link Road,
Oshiwara Village, Andheri West,
Mumbai-400 053,
Maharashtra, India
Tel: +91-22- 6699 3751
Email: cs@oyeeemedia.com
Website: www.oyeeemedia.com

STATUTORY AND PEER REVIEW AUDITORS

M/S. AGARWAL & MANGAL,
Chartered Accountants
34, Upper Basement, Dheeraj Heritage
S.V. Road, Miland Junction
Santacruz West, Mumbai-400 054.
Firm Registration No. - 100061W
Contact Person: Mr. Vinit Mangal

LEAD MANAGER

FIRST OVERSEAS CAPITAL LIMITED

1-2 Bhupen Chambers, Ground Floor,
Dalal Street, Mumbai-400-001

Tel No. +91 22 4050 9999

Fax No. +91 22 4050 9900

Investor Grievance Email: investorcomplaints@focl.in

Website: www.focl.in

SEBI Registration No: INM000003671

Contact person: Mr. Rushabh Shorff

LEGAL ADVISORS TO THE ISSUE

SUNIL SHUKLA

4, Shanti Sadan,
Opp. Haweli Poddar Road,
Malad (E),
Mumbai - 400 097

REGISTRAR TO THE ISSUE

SHAREPRO SERVICES (INDIA) PVT. LTD.

Building No. 13 AB, 2nd Floor,
Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka, Andheri (E),
Mumbai - 400 072

Tel: 022 6191 5402/022 6191 5404,

Fax: 022 6191 5444

E-mail: sme.ipo@shareproservices.com

Website: www.shareproservices.com

Contact Person: Mr. Prakash Khare

SEBI Regn. No: INR000001476

ESCROW COLLECTION BANK / BANKER TO THE ISSUE AND REFUND BANKER

HDFC BANK LIMITED

I Think Techno Campus
Level 0-3, Next to Kanjur Marg Railway Station
Kanjur Marg (E), Mumbai - 400 042
Attn: Uday Dixit
Email: uday.dixit@hdfcbank.com
Contact No.: +91-22 3075 2927
Fax No.: +91-22 2579 9801

ADVISORS TO THE COMPANY

NAVIGANT CORPORATE ADVISORS LTD.

Office No. 6, Ground Floor, Bandukwala Building,
British Hotel Lane, Off. Bombay Samachar Marg,
Fort, Mumbai-400 001
Tel No.: +91-22-6560 5550
Website: www.navigantcorp.com

E-mail ID: info@navigantcorp.com
Contact Person: Mr. Sarthak Vijlani

SELF CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“ASBA”) Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

As the Issue is of Equity shares, credit rating is not mandatory.

TRUSTEES

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

IPO GRADING

Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

BROKERS TO THE ISSUE

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 500.00 Crores. Since the Issue size is only of Rs. 1590.00 Lacs, our Company has not appointed any monitoring agency for this Issue. However, as per the Clause 52 of the SME Listing Agreement to be entered into with BSE upon listing of the Equity Shares and the Corporate Governance requirements, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

DETAILS OF THE APPRAISING AUTHORITY

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since First Overseas Capital Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

EXPERT OPINION

Except the report of the Statutory Auditor of our Company on the financial statements and statement of tax benefits included in the Prospectus, our Company has not obtained any other expert opinion.

UNDERWRITING AGREEMENT

Underwriting

This Issue is 100% Underwritten. The Underwriting Agreement is dated 28th May, 2015. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name and Address of the Underwriters	Number of Equity shares Underwritten	Amount Underwritten (Rupees In Lacs)
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 Tel No. +91 22 4050 9999 Fax No. +91 22 4050 9900 Email id: rushabh@focl.in Investor Grievance Email: investorcomplaints@focl.in Website: www.focl.in SEBI Registration No: INM000003671 Contact person: Mr. Rushabh Shorff	6,75,000	270.00
ALACRITY SECURITIES LIMITED 101, 1st Floor, Hari Dharshan, B Wing, Bhogilal Fadia Road, Kandivali (West), Mumbai - 400 067 Tel: +91-22-28073882/28073982 Fax: +91-22-28073967 Email : alacritysec@gmail.com Website: www.alacritysec.com Contact Person: Mr. Hiten Mehta Investor Grievance e-mail: alacritysec@gmail.com SEBI Registration No.: INB010909837	33,00,000	1320.00
TOTAL	39,75,000	1590.00

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into an agreement dated 28th May, 2015 with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

NAME AND ADDRESS OF THE MARKET MAKER

ALACRITY SECURITIES LIMITED
 101, 1st Floor, Hari Dharshan,
 B Wing, Bhogilal Fadia Road, Kandivali (West),
 Mumbai - 400 067
 Tel: +91-22-28073882/28073982
 Fax: +91-22-28073967
 Investor Grievance e-mail: alacritysec@gmail.com
 Website: www.alacritysec.com
 SEBI Registration No.: INB010909837

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE, and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 %. (Including the 5% of Issue Size of Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above % of Issue Size of Equity Shares Equity Shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market - for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the

Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

11. **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

13. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
 - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

CAPITAL STRUCTURE

The Share Capital of the Company as at the date of this Prospectus, before and after the Issue, is set forth below.
(Rs. in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	Authorized Share Capital		
	1,80,00,000 Equity Shares of face value of Rs.10 each	1800.00	1800.00
B.	Issued, subscribed and paid-up Equity Share Capital before the Issue		
	1,08,39,000 Equity Shares of face value of Rs. 10 each	1083.90	---
C.	Present Issue in terms of the Prospectus		
	Issue of 39,75,000 Equity Shares of Rs. 10 each at a price of Rs. 40 per Equity Share.	397.50	1590.00
	Which comprises		
	2,01,000 Equity Shares of Rs. 10/- each at a price of Rs. 40 per Equity Share reserved as Market Maker Portion	20.10	80.40
	Net Issue to Public of 37,74,000 Equity Shares of Rs. 10/- each at a price of Rs. 40 per Equity Share to the Public	377.40	1509.60
	Of which		
	18,87,000 Equity Shares of Rs.10/- each at a price of Rs. 40 per Equity Share will be available for allocation for Investors of up to Rs. 2.00 Lacs	188.70	754.80
	18,87,000 Equity Shares of Rs.10/- each at a price of Rs. 40 per Equity Share will be available for allocation for Investors of above Rs. 2.00 Lacs	188.70	754.80
D.	Equity capital after the Issue		
	1,48,14,000 Equity Shares of Rs. 10 each	1481.40	---
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		1192.50

**This Issue has been authorized by the Board of Directors pursuant to a board resolution dated 16th March, 2015 and by the shareholders of our Company pursuant to a special resolution dated 18th April, 2015 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.*

Our Company has no outstanding convertible instruments as on the date of the Prospectus.

CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	-	10,000 Equity Shares of Rs. 10 each	-	Incorporation
2	10,000 Equity Shares of Rs. 10 each	2,50,000 Equity Shares of Rs. 10 each	23 rd March, 2011	EGM
3	2,50,000 Equity Shares of Rs. 10 each	60,00,000 Equity Shares of Rs. 10 each	20 th March, 2014	EGM
4	60,00,000 Equity Shares of Rs. 10 each	1,10,00,000 Equity Shares of Rs. 10 each	12 th December, 2014	EGM
5	1,10,00,000 Equity Shares of Rs. 10 each	1,80,00,000 Equity Shares of Rs. 10 each	25 th March, 2015	EGM

NOTES FORMING PART OF CAPITAL STRUCTURE

1. Equity Share Capital history of our Company

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs.)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	NIL
31/03/2011	2,26,000	10	100	Cash	Further Allotment	2,36,000	23,60,000	2,03,40,000
25/03/2014	18,88,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 8:1	21,24,000	2,12,40,000	14,60,000
Preliminary Expenses written off out of Securities Premium of Rs. 6,64,000 on 31 st March, 2014								7,96,000
24/09/2014	21,15,000	10	10	Cash	Further Allotment	42,39,000	4,23,90,000	7,96,000
23/12/2014	35,00,000	10	10	Cash	Further Allotment	77,39,000	7,73,90,000	7,96,000
21/01/2015	31,00,000	10	10	Cash	Further Allotment	1,08,39,000	10,83,90,000	7,96,000
Preliminary Expenses written off out of Securities Premium of Rs. 7,96,000 on 31 st March, 2015								Nil

- We have not issued any Equity Shares for consideration other than cash except the allotment of 18,88,000 Equity Shares of face value of Rs. 10/- Each as bonus issue in the ratio of 8:1 on 25th March, 2014.
- We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or Sections 230- 233 of the Companies Act, 2013.
- Issue of Equity Shares in the last one (1) year:

Except as stated below, we have not issued any Equity Shares in the preceding one year and some of these Equity Shares may have been issued at a price lower than the Issue Price:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
24/09/2014	21,15,000	Vinayababu Dasa Ramesh (1,50,000 Equity Shares), Kapil Agarwal (2,50,000 Equity Shares), Matruchaya Financial Services Private Limited (280,000 Equity Shares), Frohar Trading Private Limited (4,50,000 Equity Shares), Fulton Corporate Services Private Limited (2,00,000 Equity Shares), Ekmantra Advisory Services Private Limited (6,00,000 Equity Shares), Ranjana Chandak (25,000	None	Further Allotment to infuse funds	10	10

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
		Equity Shares), Jatan Kanwar (50,000 Equity Shares), Sua Kanwar (10,000 Equity Shares), Divya Shekhawat (50,000 Equity Shares), Abhishek (25,000 Equity Shares) & Abhimanyu (25,000 Equity Shares)				
23/12/2014	35,00,000	Abhyudaya Builders Private Limited (4,40,000 Equity Shares), First Overseas Capital Limited (5,00,000 Equity Shares), Melody Residency Private Limited (8,40,000 Equity Shares), Plus Jet Finvest Private Limited (9,10,000 Equity Shares) & Softlink Mercantiles Private Limited (8,10,000 Equity Shares)	None	Further Allotment to infuse funds	10	10
21/01/2015	31,00,000	Tarasakti Dealers Private Limited (26,00,000 Equity Shares) & Sneha Residency Private Limited (5,00,000 Equity Shares)	None	Further Allotment to infuse funds	10	10

4. Shareholding of our Promoters:

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI Regulations. Accordingly, in terms of Regulation 34(a) of the SEBI Regulations, there is no requirement of promoters' contribution in this Issue and none of the Equity Shares will be locked-in for a period of three years.

5. Details of share capital locked in for one year:

In accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held which is locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Code.

6. Shareholding Pattern of our Company:

A: The following table presents the shareholding pattern of Our Company

Category of Shareholder	No. of Shareholders	Pre-Issue		Post-Issue		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
Shareholding of Promoters and Promoter group							
INDIAN							
Individuals/HUFs Directors/Relatives	-	-	-	-	-	---	---
Central Govt. / State Govts.						---	---
Bodies Corporate	-	-	-	-	-	---	---
Financial Institutions/Banks						---	---
Sub Total A (1)	-	-	-	-	-	---	---
FOREIGN							
Bodies Corporate	-	---	---	---	---	---	---
Individual	-	---	---	---	---	---	---
Institutions	-	---	---	---	---	---	---
Any others (specify)	-	---	---	---	---	---	---
Sub Total A (2)	-	---	---	---	---	---	---
Total Shareholding of Promoter group A (1) + A (2)	-	---	---	---	---	---	---
PUBLIC SHAREHOLDING							
Institutions							
Central Govt./ State Govts.	-	---	---	[•]	[•]	---	---
Financial Institutions/Banks	-	---	---	[•]	[•]	---	---
Mutual Funds/UTI	-	---	---	[•]	[•]	---	---
Venture Capital Funds	-	---	---	[•]	[•]	---	---
Insurance Companies	-	---	---	[•]	[•]	---	---
Foreign Institutions Investors	-	---	---	[•]	[•]	---	---
Foreign Venture Capital Investors	-	---	---	[•]	[•]	---	---
Any Others (Specify)	-	---	---	[•]	[•]	---	---
Sub Total B (1)	-	---	---	[•]	[•]	---	---
Non Institutions	-	---	---				
Bodies Corporate /LLPs	5	1477775	13.63	[•]	[•]	---	---
Individuals-shareholders holding normal share capital up to Rs. 1 Lac	538	2861725	26.40	[•]	[•]	---	---
Individuals-shareholders holding normal Share capital in excess of Rs.1 Lac	247	6199500	57.20	[•]	[•]	---	---

Category of Shareholder	No. of Shareholders	Pre-Issue		Post-Issue		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
Trust				[•]	[•]	---	---
Any Other (i) Clearing Member				[•]	[•]	---	---
Directors/Relatives	2	300000	2.77	300000	2.02	---	---
Employees				[•]	[•]	---	---
Foreign Nationals				[•]	[•]	---	---
NRIs				[•]	[•]	---	---
OCB'S				[•]	[•]	---	---
Person Acting in Concert				[•]	[•]	---	---
Sub Total B(2)	792	10839000	100.00	[•]	[•]	---	---
Total Public Shareholding B(1) + B(2)	792	10839000	100.00	14613000	98.64	---	---
Total A+B	792	10839000	100.00	14613000	98.64	---	---
Shares held by Custodians and against which Depository receipts have been issued (C)	-	-	-			---	---
Shares held by Market Makers (D)	-	-	-	201000	1.36	---	---
Grand Total A+B+C+D	792	10839000	100.00	14814000	100.00	---	---

[B] Shareholding of our Promoters and Promoter Group

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI Regulations.

[C] Shareholding of persons belonging to the category 'Public' and holding more than 1% of our Equity Shares

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Shares	Shares as % of total no. of shares	No. of Shares	Shares as % of total no. of shares
1	PRATYAKSH ADVISORY SERVICES LLP	5,80,375	5.35	5,80,375	3.92
2	DRAVITE ADVISORY SERVICES LLP	4,79,650	4.43	4,79,650	3.24
3	BLUEDASHER MANAGEMENT SERVICES LLP	3,57,750	3.30	3,57,750	2.41
4	KAPIL AGARWAL	2,50,000	2.31	2,50,000	1.69
5	RAJ SALUJA	1,50,000	1.38	1,50,000	1.01
6	PRASANJIT GUPTA	1,50,000	1.38	1,50,000	1.01
7	VINAYABABU DASA RAMESH	1,50,000	1.38	1,50,000	1.01

7. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
RAJ SALUJA	1,50,000	1.38
PRASANJIT GUPTA	1,50,000	1.38

8. Equity Shares held by top ten shareholders

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of the Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	PRATYAKSH ADVISORY SERVICES LLP	580375	5.35
2	DRAVITE ADVISORY SERVICES LLP	479650	4.43
3	BLUEDASHER MANAGEMENT SERVICES LLP	357750	3.30
4	KAPIL AGARWAL	250000	2.31
5	PRASANJIT GUPTA	150000	1.38
6	RAJ SALUJA	150000	1.38
7	VINAYABABU DASA RAMESH	150000	1.38
8	RAJSHREE CHOUDHARY	100000	0.92
9	RAMASWAMY SANTHAMANI	100000	0.92
10	RAMESH KAYMAL	100000	0.92
10	RAVIKANT CHOUDHRY	100000	0.92

(b) Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of the Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	PRATYAKSH ADVISORY SERVICES LLP	580375	5.35
2	DRAVITE ADVISORY SERVICES LLP	479650	4.43
3	BLUEDASHER MANAGEMENT SERVICES LLP	357750	3.30
4	KAPIL AGARWAL	250000	2.31
5	PRASANJIT GUPTA	150000	1.38
6	RAJ SALUJA	150000	1.38
7	VINAYABABU DASA RAMESH	150000	1.38
8	RAJSHREE CHOUDHARY	100000	0.92
9	RAMASWAMY SANTHAMANI	100000	0.92
10	RAMESH KAYMAL	100000	0.92
10	RAVIKANT CHOUDHRY	100000	0.92

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	DEVLAXMI SHARE & SECURITIES PVT LTD	85,000	36.02
2	MAXIUS VENTURES PVT LTD	50,000	21.19
3	PRAJAN TRADING PVT LTD	35,000	14.83
4	RANGOLI COMMERCE PVT LTD	21,000	8.90
5	RAMDEV SHARES & SECURITIES PVT LTD	20,000	8.47
6	GUPTESHWAR FINANCE & INVESTMENT PVT LTD	11,000	4.66
7	RAJU LAL GAUR	6,000	2.54
8	DEEPAK KASATH	4,000	1.69
9	ADITYA FASHION PVT LTD	4,000	1.69

9. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company /Directors/Lead Manager for purchase of Equity Shares offered through the Prospectus.

10. There have been no purchase or sell of Equity Shares by the Directors and other key managerial personnels during a period of six months preceding the date on which the Prospectus is filed with BSE excepts as detailed below:

Date of Transfer	Nature of Transactions	No. of Equity Shares	Face value per Share (Rs.)	Acquisition/Transfer price per Share (Rs.)
30.04.2014	Raj Saluja acquired Shares from Saktimata Trading Private Limited	10,000	10.00	10.00
28.02.2015	Raj Saluja acquired Shares from Saktimata Trading Private Limited	40,000	10.00	10.00
28.02.2015	Prasanjit Gupta acquired Shares from Saktimata Trading Private Limited	50,000	10.00	10.00
28.04.2015	Raj Saluja acquired Shares from Abhyudaya Builders Private Limited	1,00,000	10.00	10.00
28.04.2015	Prasanjit Gupta acquired Shares from Abhyudaya Builders Private Limited	1,00,000	10.00	10.00

11. Our Company has not raised any bridge loans against the proceeds of this Issue.

12. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 152 of this Prospectus.

13. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot.

Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made.

14. As on date of filing of this Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.

15. On the date of filing the Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing shareholders or any other person any option to receive Equity Shares after the Issue.
16. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
17. Lead Manager to the Issue viz. First Overseas Capital Limited does not hold any Equity Shares of our Company.
18. Our Company has not revalued its assets since incorporation.
19. Our Company has not made any public issue since incorporation.
20. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
21. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Issue have been listed.
22. Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
23. At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.
24. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
25. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
26. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us to the persons who receive allotments, if any, in this Issue.
27. Our Company has 792 (Seven Hundred Ninety Two Only) shareholders on date of the Prospectus.

OBJECTS OF THE ISSUE

The objects of the Issue are to finance our business expansion plans and achieve the benefits of listing on the SME platform of BSE Ltd. We believe that listing will enhance our corporate image and brand name of our Company.

The objects of the Issue are as stated below:

1. To finance the production of television serials and organizing events
2. To finance the estimated expenditure of production small budget feature film
3. Development and Acquisition of contents
4. Brand Building
5. General Corporate Expenses
6. To meet the expenses of the Issue

The main objects of our Memorandum of Association permits us to undertake our existing activities and the activities for which the funds are being raised by us, through the present Issue. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

Our funding requirements are dependent on a number of factors, which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The details of the proceeds of the Issue are summarized in the table below: -

		(Rs. In Lacs)
No.	Particulars	Amount
I	To finance the production of television serials and organizing events	500.00
II	To finance the estimated expenditure of production of small budget feature film	400.00
III	Development & Acquisition of contents	300.00
IV	Brand Building	50.00
V	General Corporate purposes	300.00
VI	Issue Expenses	40.00
	TOTAL	1590.00

MEANS OF FINANCE

		(Rs. In Lacs)
Particulars	Amount	
Initial Public Offering	1590.00	
Internal Accruals	-	
Total	1590.00	

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, the requirement under Regulation 4(2)(g) of the SEBI ICDR Regulations of firm arrangements of finance through verifiable means for the 75% of the stated means of finance excluding the Issue Proceeds is not applicable.

In the event of a shortfall in raising the requisite capital from the proceeds of the Issue, towards meeting the Objects of the Issue, the extent of the shortfall will be met by internal accruals and/or from fresh debt.

DETAILS OF THE OBJECTS OF THE ISSUE

I. TO FINANCE THE PRODUCTION OF TELEVISION SERIALS AND ORGANIZING EVENTS

In the last one year, we have been able to leave our footprints in media and entertainment industry and we have gained sufficient experience in television serials and organizing events. In order to gear up our operations, we plan to venture in to production of television serials as well. We also intend to organize concept events across the globe.

TV serial needs initial basic investment to create the project and rest of the amount is invested by the channel for which the production gets a rolling credit of 90 days.

We plan to use up to Rs. 500.00 Lacs of the Net Proceeds to fund production of television serials and to organize concept events.

The break up of estimated cost of production of television serials and to organize concept events is as below:

Name of Serial	Estimated Cost (Rs. Lacs)
Yatri Gan Kripya Dhyan Dein	100.00
Untitled I	100.00
Untitled II	100.00
Name of Event	
KRISHNA The Consciousness	150.00
Fitness Carnival	50.00

Estimated expenditure details for television serials is as given below

Particulars	(Rs. In Lacs)		
	Yatri Kripya Dein	Gan Dhyan	Untitled I
Includes Set Construction, Production Office, Production Stock Purchase, Rent Production warehouse.		90.00	90.00
Hiring initial Team Creative Director, director, editor, Equipments, Casting Director, Creative Producer, executive producer		10.00	10.00
Total		100.00	100.00

Estimated expenditure details for organizing concept events is as given below

Particulars	Amount (Rs. In Lacs)
Krishna The Consciousness - Set Designing, Costume Designing, Script, Dialogues, Concept Building, Dancers & Actors, Crew members, Creative director, director, Props, Choreography, Dance Master Choreographer, Graphics, Printing & Stationary, Travel & Logistics national & international.	150.00
Fitness Carnival Concept designing, Print & Stationary, Venue hiring, Celebrity Performances, Instructors hiring, choreography, Gifts & Packaging, Stalls & Stage Construction, Travel & Logistics, Music creation, Graphic Creation.	50.00
Total	200.00

II. TO FINANCE THE ESTIMATED EXPENDITURE OF PRODUCTION OF SMALL BUDGET FEATURE FILM

We plan to use up to Rs. 400.00 Lacs of the Net Proceeds to fund our film projects that we intend to release in year 2017. With production of feature film, we would be able to successfully diversify our area of operations to film production as well. This feature film release will aid our growth plans and will help us strengthen our presence in the Media and Entertainment industry. At initial stage we plan to commence with small budget films in order to keep the downside low in case the films not doing well. We have been able to establish good relations with artists, directors, technicians etc. which we can leverage for our films.

The total cost for producing film for which funds are proposed to be raised through Public Issue is estimated at Rs. 400 Lacs. The estimated cost of the film is not fixed and may undergo a change depending upon the treatment that is given to the screenplay.

Estimated expenditure details for production of film is as given below

(Rs. In Lacs)

Particulars	Untitled I
Music Department (Including Music Directors, Lyricist, Musician and Studio)	30.00
Artists (Including entire casting of the movie)	150.00
Technical Department (Including various departments such as Camera, Artist, Sound, Editing, Recording and	25.00

Particulars	Untitled I
Technological Department	
Equipments and Shoot Expenses (Including Action Department, Location Charges, Set Construction, Equipment Rentals, Special Effects, Purchasing of Equipments)	40.00
Laboratory Expenses and Raw Stocks (Including Laboratory charges and Raw Stocks like Picture Negative and Positive, Sound Negative, Inters etc.)	35.00
Cost of Production (Including Story, Screenplay, Dialogue, Director, Executive Producer and Production Designer, Direction Department, Dance Department and Production Department)	40.00
Dressing Department (Including Make-up and Hair Dressing, Costumes, Designers, Dress man, Jewelers)	25.00
Post Production (Including Editing Post Production, Publicity and Press)	25.00
Boarding and Lodging (Including Travel and Transport, Food and Beverages, Hotel)	20.00
Miscellaneous (Including office and general expenses, Insurance and Contingency)	10.00
Total	400.00

III. DEVELOPMENT AND ACQUISITION OF CONTENTS

We have been able to commence full fledged operations in the financial year 2014-2015 and we have effectively involved in market and distribution of media contents such as TV serials, music albums and fiction plays, dramas etc. In order to initiate a step towards backward integration, we intend to get a footprint in development of our own pool of media contents. We would like to aggregate our content through entering into assignment, co-productions arrangements with other film producers or co-producers. We may have to adopt royalty approach with production houses wherein we acquire the rights to distribute and market the content through multi channel platform viz telecast on local / cable tv channels, dub the same in to different languages, market the same by reproducing content in the form of audio or video cassettes or compact disk or any other form of media. In consideration of the rights to distribute and market, we have to shell out a specific pre agreed ratio to owners of the content in the form of royalty. We have estimated the cost for the same at Rs. 300 Lacs for development and acquisition of contents.

IV. BRAND BUILDING

As we operate under media & entertainment sector, where brand image plays a vital role to create visibility and to ensure success. Company intends to create visibility through advertising and various other promotional activities. Our Company proposes to utilize Rs. 50.00 Lacs from the Issue proceeds towards enhancement of our Company's brand through advertising and other brand-building activities. Our Company believes that increasing the awareness of our brand would lead to long term benefits.

Our brand-building strategies would comprise of undertaking the following activities:

Particulars	Cost (Rs. in Lacs)
Online Marketing	15.00
Outdoor Media	15.00
Radio and events	20.00
Total	50.00

V. GENERAL CORPORATE EXPENSES

Our Company in accordance with the policies set up by our Board, will have flexibility in applying the remaining Net proceeds of this issue aggregating 300.00 Lacs, for general corporate purpose towards, financing normal capital expenditure, strategic initiatives, expanding into new geographies, pre-operative expenses, brand building exercise and strengthening our marketing capabilities.

VI. TO MEET THE EXPENSES OF THE ISSUE

The total estimated expenses are Rs. 40.00 Lacs which is 2.52 % of Issue Size. The details of Issue expenses are tabulated below:

(Rs. In Lacs)			
Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	30.00	75.00	1.88
Printing & Stationery, Distribution, Postage, etc.	2.00	5.00	0.13
Advertisement & Marketing Expenses	2.00	5.00	0.13
Regulatory & other expenses	3.00	7.50	0.19
Miscellaneous Expenses	3.00	7.50	0.19
Total	40.00	100.00	2.52

Proposed year-wise deployment of funds and Schedule of implementation:

The overall cost of the proposed Project and the proposed year wise break up of deployment of funds are as under:

(Rs. In Lacs)

Particulars	Already Incurred	FY 2015 - 16	FY 2016 - 17	TOTAL
To finance the production of television serials and organizing events	-	250.00	250.00	500.00
To finance the estimated expenditure of production of small budget feature film	-	200.00	200.00	400.00
Development & Acquisition of contents	-	150.00	150.00	300.00
Brand Building	-	30.00	20.00	50.00
General Corporate purposes	-	200.00	100.00	300.00
Issue Expenses	3.00	37.00	-	40.00
TOTAL	3.00	867.00	720.00	1590.00

Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 15th May, 2015 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s Agarwal & Mangal, Chartered Accountants pursuant to their certificate dated 25th May, 2015 is given below:

(Rs. in Lacs)

Deployment of Funds	Amount
Issue Related Expenses	3.00
Total	3.00

(Rs. in Lacs)

Sources of Funds	Amount
Internal Accruals	3.00
Total	3.00

BRIDGE FINANCING FACILITIES

We have currently not raised any bridge loans against the Proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the Proceeds of the Issue.

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

SHORTFALL OF FUNDS

In case of any shortfall in the proceeds to meet the objects mentioned above, our management may explore a range of options, including utilizing internal accruals or seeking debt or additional equity. In case of surplus funds either due to lower utilization than what is stated above or surplus Net Proceeds after meeting all the above mentioned objects, such surplus shall be utilized towards general corporate purposes. Alternatively, if surplus funds are unavailable or in the event of cost overruns, we expect that a shortfall will be met by way of such means available to our Company including internal accruals and/or appropriate debt or equity arrangements.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to invest the funds in high quality interest bearing liquid instruments such as money market mutual funds, deposits with banks, Government or Public Sector Undertaking securities. The Board or its committee will approve such investments from time to time, in accordance with its investment policies.

MONITORING OF UTILIZATION OF FUNDS

Proposed size of the issue is Rs. 1590.00 Lacs i.e. less than Rs.50,000.00 Lacs. Therefore, in terms of Regulation 16(1) of the SEBI (ICDR) Regulations, appointment of a monitoring agency for the purposes of this Issue is not mandatory and hence no Monitoring Agency is being appointed for this Issue.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Clause 52 of the SME Listing Agreement, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The Statutory Auditors of our Company will certify the statement.

No part of the Net Proceeds will be paid by the Company as consideration to the Directors or key management personnel of the Company.

BASIS FOR ISSUE PRICE

Investors should read the following basis with the “Risk Factors” beginning on page 9 and the details about the “Business of our Company” and its “Financial Statements” included in this Prospectus on page 72 & 104 respectively to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the Issue Price, are:

Experienced and Strong Management Team

The management of our company is well experienced in the entertainment industry as well as within their respective specialized segments. Our Managing Director Mr. Raj Saluja with several years of experience, plays the major role in the growth and development of our business. In addition to that our Director Mr. Prasanjit Gupta, heads our event management vertical of our Company. Our management team includes a team of professionals who have business and industry knowledge and experience, having worked in entertainment industry for many years. Our management team possesses an in-depth understanding of the media & entertainment sector, content and content exploitation, and is therefore well -positioned to focus on the continued expansion and strengthening of our pool of operations. Further, building on the existing team, our Company has inducted several experienced executives on contract to drive the business.

Strong long-standing relationships with talent within industry provide steady access to content and talent.

We believe that in various aspects of the entertainment industry in India, we have managed to create, maintain and build our goodwill with other industry participants and this has led to repeated business transactions with known names in the industry for acquisition of contents. We have aggregated content rights across various segments including comedy content, devotional content, music content and special interest content.

Established operations and proven track record.

We have established operations in media and entertainment operations and in the past we have been associated with esteemed projected which carves for over selves a niche in the industry.

Financial strength

Our Net Worth stands at Rs. 1,108.74 Lacs as on 31st March, 2015 without any debt portfolio. Our profits stood at Rs. 27.72 Lacs for the year ended 31st March, 2015.

QUANTITATIVE FACTORS

Information presented in this section is derived from our restated financial statements certified by the Statutory Auditors of the Company.

1. Basic Earning Per Equity Share (EPS) (on Face value of Rs. 10 per share)

Year	Earnings per Share (Rs.)	Weight
FY 2012-13	-	1
FY 2013-14	0.06	2
FY 2014-15	0.57	3
Weighted Average	0.31	

2. Price / Earnings Ratio (P/E) in relation to the Issue Price Rs. 40.00

- Based on fiscal year as on 31st March, 2015; at EPS of Rs. 0.57 as per Restated Financial Statements, the P/E ratio is 70.18.
- Based on weighted average EPS of Rs. 0.31 as per Restated Financial Statements, the P/E ratio is 129.03.
- Industry PE:

Industry- Media & Entertainment	P/E
Highest	110.3
Lowest	2.9
Industry Composite	25.6

**Source: Capital Market Volume XXX/07 May 25-June 07, 2015; Entertainment*

3. Return on Net Worth

Year	RONW (%)	Weight
FY 2012-13	-	1
FY 2013-14	0.61	2
FY 2014-15	2.50	3
Weighted Average	1.45	

4. Minimum return on post Issue Net Worth to maintain the Pre-issue EPS at 31st March, 2015 is 3.13%.

5. Net Asset Value per Equity Share

Sr. No.	Particulars	(Rs.)
a)	As on 31 st March, 2015	22.77
b)	After Issue	18.22
c)	Issue Price	40.00

6. Peer Group Comparison of Accounting Ratios

We are currently engaged in the business of media and entertainment operations and the peer group We are engaged in distribution and trading of media contents and event management and there is no listed peer comparable to our Company.

- The face value of our shares is Rs.10/- per share and the Issue Price is of Rs. 40 per share is 4.00 (Four) times of the face value.
- The Company in consultation with the Lead Manager believes that the Issue Price of Rs. 40.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the risk factors and financials of the company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment proposition.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors
Oyeeee Media Limited

Dear Sirs,

Sub: Statement of possible tax benefits available to the Company and its shareholders on proposed Public Issue of Shares under the existing tax laws

We hereby confirm that the enclosed Annexure, prepared by Oyeeee Media Limited ('the Company'), states the possible tax benefits available to the Company and the shareholders of the Company under the Income-tax Act, 1961 ('IT Act') presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not fulfill.

The benefits discussed in the Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India.

We do not express any opinion or provide any assurance whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The Conditions prescribed for availing the benefits have been or would be met.

The contents of the annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change. We shall not be liable to Oyeeee Media Limited for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

For Agarwal & Mangal .
Chartered Accountants
Firm Registration No.- 100061W
Sd/-
Vinit Mangal
M. No. 146912
Partner
Place: Mumbai
Date: 25.05.2015

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO OYEEEE MEDIA LIMITED AND ITS SHAREHOLDERS

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India.

Benefits to the Company under the Income Tax Act, 1961 (The “Act”)

1. General tax benefits

A. Business Income

The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act. Business losses, if any, for an assessment year can be carried forward and set off against business profits for eight subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.

B. MAT Credit

- As per provisions of Section 115JAA of the Act, the Company is eligible to claim credit for Minimum Alternate Tax (‘MAT’) paid for any assessment year commencing on or after April 1, 2006 against normal income-tax payable in subsequent assessment years.
- As per Section 115JB, Minimum Alternate Tax (“MAT”) is payable @18.5% of the Book profits computed in accordance with the provisions of this section, where income-tax computed under the normal provisions of the Act is less than 18.5% of the Book profits as computed under the said section. A surcharge on income tax of 5% would be levied if the total income exceeds Rs.10 million but does not exceed Rs 100 million. A surcharge at the rate of 10% would be levied if the total income exceeds Rs 100 million.
- MAT credit shall be allowed for any assessment year to the extent of difference between the tax payable as per the normal provisions of the Act and the tax paid under Section 115JB for that assessment year. Such MAT credit is available for set-off up to ten years succeeding the assessment year in which the MAT credit arises.

C. Capital Gains

(i) Computation of capital gains:

- Capital assets are to be categorized into short - term capital assets and long - term capital assets based on the period of holding. All capital assets, being a security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund, which are equity oriented funds, specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as long - term capital gains (‘LT CG’).
In respect of any other capital assets, the holding period should exceed thirty - six months to be considered as long - term capital assets.
- Short - term capital gains (‘STCG’) means capital gains arising from the transfer of capital asset being a security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund, which are equity oriented funds, specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for thirty six months or less.

- LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
- Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
- As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable in respect of any income arising from transfer of a long-term capital asset being listed securities (other than a unit) or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.
- As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) or a unit of a business trust, are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income. Provided further that the provisions of this sub-section shall not apply in respect of any income arising from transfer of units of a business trust which were acquired by the assessee in consideration of a transfer as referred to in clause (xvii) of section 47.
- STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
- As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
- As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long - term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income - tax

- Under Section 54EC of the Act, capital gain arising from transfer of long - term capital assets [other than those exempt u/s 10(38)] shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain are invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued by :-
 - ✓ National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - ✓ Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.
- Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 50,00,000 per assessee during any financial year in which the original asset or assets are transferred and in the subsequent financial year.

- Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- As per provision of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

D. Securities Transaction Tax

As per provisions of Section 36(1) (xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Dividend

- As per provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax (DDT) at the rate of 15%. A surcharge of 10% would be levied on the amount of DDT. Further, Education cess of 2% and Secondary Higher Education cess of 1% is levied on the amount of tax and surcharge. Credit in respect of dividend distribution tax paid by a subsidiary of the Company could be available while determining the dividend distribution tax payable by the Company as per provisions of Section 115-O (1A) of the Act, subject to fulfillment of prescribed conditions. For the purposes of determining the tax on distributed profits payable in accordance with this section, any amount by way of dividends referred to in sub-section 115-O (1) as reduced by the amount referred to in sub section 115-O (1A) [hereafter referred to as net distributed profits], shall be increased to such amount as would, after reduction of the tax on such increased amount at the rate specified in sub-section 115-O (1), be equal to the net distributed profits.
- As per provisions of Section 10(35) of the Act, income received in respect of units of a mutual fund specified under Section 10(23D) of the Act (other than income arising from transfer of such units) is exempt from tax.
- As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of as specified amount in respect of eligible donations, subject to the fulfillment of the conditions specified in that section.
- As per the provisions of Section 115BBD of the Act, dividend received by Indian company from a specified foreign company (in which it has shareholding of 26% or more) would be taxable at the concessional rate of 15% on gross basis (excluding surcharge and education cess).

Benefits to the Resident members / shareholders of the Company under the Act

A. Dividends exempt under section 10(34) of the Act

As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the resident members / shareholders from the Company are exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable, on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

For the purposes of determining the tax on distributed profits payable in accordance with this section, any amount by way of dividends referred to in sub-section 115-O (1) as reduced by the amount referred to in sub-section 115-O (1A) [hereafter referred to as net distributed profits], shall be increased to such amount as would, after reduction of the tax on such increased amount at the rate specified in sub-section 115-O (1), be equal to the net distributed profits.

B. Capital Gains:

(i) Computation of capital gains

- Capital assets are to be categorized into short - term capital assets and long - term capital assets based on the period of holding. All capital assets, being a security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund which are equity oriented funds specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as LTCG. In respect of any other capital assets, the holding period should exceed thirty - six months to be considered as long - term capital assets.
- STCG means capital gains arising from the transfer of capital asset being a security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund which are equity oriented funds specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
- In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for thirty six months or less.
- LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
- As per first proviso to Section 48 of the Act, the capital gains arising on transfer of share of an Indian Company need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration receiving or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation as provided in second proviso to Section 48 is not available to non-resident shareholders.
- As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% (plus applicable surcharge and cess) with indexation benefits. However, if such tax payable in respect of any income arising from transfer of a long-term capital asset being listed securities (other than a unit) or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), or a unit of a business trust are subject to tax at the rate of 15% (plus applicable surcharge and cess) provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income. Provided further that the provisions of this sub-section shall not apply in respect of any income arising from transfer of units of a business trust which were acquired by the assessee in consideration of a transfer as referred to in clause (xvii) of section 47.

- STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
- As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
- As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long - term capital gains arising during subsequent 8 assessment years.

(ii) Exemption of capital gains arising from income - tax

- As per Section 54EC of the Act, capital gains arising from the transfer of a long - term capital asset are exempt from capital gains tax if such capital gains are invested within a period of six months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
- Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long - term asset cannot exceed Rs 5,000,000 per assessee during any financial year in which the original asset or assets are transferred and in the subsequent financial year.
- Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- In addition to the same, some benefits are also available to a resident shareholder being an individual or Hindu Undivided Family ('HUF').
- As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.

C. Tax Treaty Benefits

As per provisions of Section 90 (2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial.

D. Non-Resident Taxation

Special provisions in case of Non-Resident Indian ('NRI') in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:

- NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
- Specified foreign exchange assets include shares of an Indian company which are acquired / purchased subscribed by NRI in convertible foreign exchange.
- As per provisions of Section 115E of the Act, LTCG arising to a NRI from transfer of specified foreign exchange assets is taxable at the rate of 10% (plus education cess and secondary & higher education cess of 2% and 1% respectively).
- As per provisions of Section 115E of the Act, income (other than dividend which is exempt under Section 10(34)) from investments and LTCG (other than gain exempt under Section 10(38)) from assets (other than specified foreign exchange assets) arising to a NRI is taxable at the rate of 20% (education cess and secondary & higher education cess of 2% and 1% respectively). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VIA of the Act.
- As per provisions of Section 115F of the Act, LTCG arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in the specified assets or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section.
- As per provisions of Section 115G of the Act, where the total income of a NRI consists only of income / LTCG from such foreign exchange asset / specified asset and tax thereon has been deducted at source in accordance with the Act, the NRI is not required to file a return of income.
- As per provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he / she may furnish a declaration in writing to the assessing officer, along with his / her return of income under Section 139 of the Act for the assessment year in which he / she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him / her in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.
- As per provisions of Section 115I of the Act, a NRI can opt not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Act, declaring therein that the provisions of the chapter shall not apply for that assessment year. In such a situation, the other provisions of the Act shall be applicable while determining the taxable income and tax liability arising thereon.

Benefits available to Foreign Institutional Investors ('FIIs') under the Act

A. Dividends exempt under section 10(34) of the Act

As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by a shareholder from a domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend. For the purposes of determining the tax on distributed profits payable in accordance with this section, any amount by way of dividends referred to in sub-section 115-O (1) as reduced by the amount referred to in sub-section 115-O (1A) [hereafter referred to as net distributed profits], shall be increased to such amount as would, after reduction of the tax on such increased amount at the rate specified in sub-section 115-O (1), be equal to the net distributed profits.

B. Long - Term Capital Gains exempt under section 10(38) of the Act

- LTCG arising on sale equity shares of a company subjected to STT is exempt from tax as per provisions of Section 10(38) of the Act.
- It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

C. Capital Gains

- As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities is taxable as follows:

Nature of income	Rate of tax (%)
LTCG on sale of equity shares not subjected to STT	10%
STCG on sale of equity shares subjected to STT	15%
STCG on sale of equity shares not subjected to STT	30%

- For corporate FII's, the tax rates mentioned above stands increased by surcharge (as applicable) where the taxable income exceeds Rs 10,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of FII's.
- The benefit of exemption under Section 54EC of the Act mentioned above in case of the Company is also available to FII's.

D. Securities Transaction Tax

As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Tax Treaty benefits

- As per provisions of Section 90(2) of the Act, FII's can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors

Benefits available to Mutual Funds under the Act

- Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115O of the Act.
- As per provisions of Section 10(23D) of the Act, any income of mutual funds registered under the Securities and Exchange Board of India, Act, 1992 or Regulations made there under, mutual funds set up by public sector banks or public financial institutions and mutual funds authorized by the Reserve Bank of India, is exempt from income-tax, subject to the prescribed conditions.

SECTION IV

ABOUT OUR COMPANY

INDUSTRY OVERVIEW

(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “Risk Factors” on 9 of this Prospectus. Accordingly, investment decisions should not be based on such information)

INDUSTRY OVERVIEW

Overview of the Indian Economy

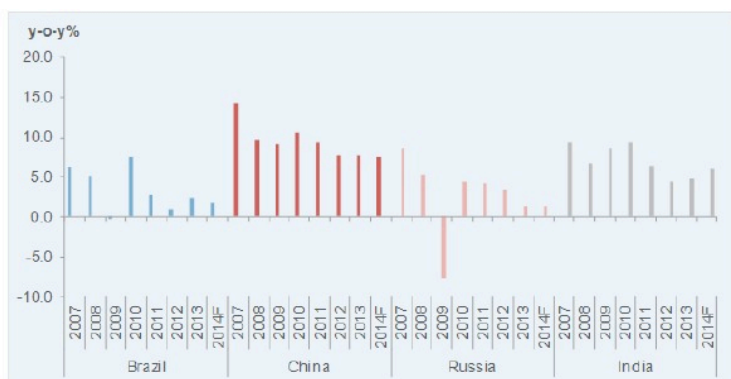
India has become one of the most attractive destinations for investment owing to favourable government policies and reforms in the past few months. The approval of foreign direct investment (FDI) in several sectors has allowed investments to pour into the economy. According to the data provided by Department of Industrial Policy and Promotion (DIPP), the cumulative amount of FDI inflows in the country in the period April 2000-September 2014 was US\$ 345,073 million.

Growth in India is expected to rise to 5.6 per cent in 2014 and pick up further to 6.4 per cent in 2015 as both exports and investment will increase, according to the World Economic Outlook (WEO) report released by International Monetary Fund (IMF).

Sectors projected to do well in the coming years include automotive, technology, life sciences and consumer products. Engineering and research and development (ER&D) export revenue from India is expected to reach US\$ 37-45 billion by 2020, from an estimated US\$ 12.4 billion in FY14, according to Nasscom.

Furthermore, the US\$ 1.2 trillion investment that the government has planned for the infrastructure sector in the 12th Five-Year Plan is set to help in further improving the export performance of Indian companies and the Indian growth story, which will consequently improve the overall Indian economy.

Trend of GDP growth of BRICS nations



Source: IMF and CRISIL Research

The global financial crisis of 2008-09 and the growth slump engulfed various parts of the world to varying degrees. India was not completely insulated from the slowdown and its growth dipped to 6.7% in 2008-09.

Although fiscal and monetary stimuli improved the economy in 2009-10 and 2010-11, the economy slipped again as the effects of these measures faded. Growth plummeted to a decade low of 4.5% in 2012- 13 and 4.9% in 2013-14 as demand slumped, paralysis engulfed policy making and the investment cycle ground to a halt.

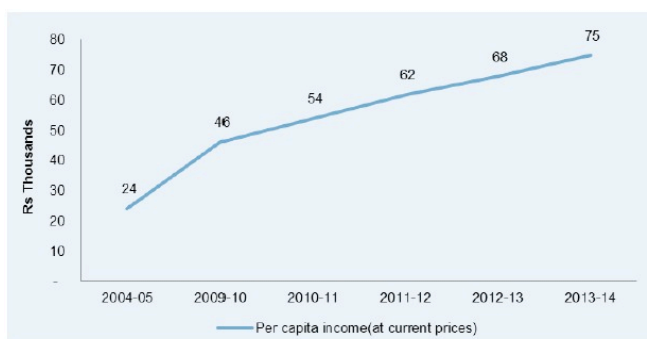
But going forward, the conditions are expected to improve with the GDP growing by 5.7% in the first quarter of 2014-15 as domestic demand picked up. CRISIL Research expects GDP to grow around 5.5% in FY 15 over FY 14.

Growth in GDP will Also Reflect in Per Capita Income Increase

Per capita income is calculated by dividing the national income by the country's population. Thus, an increase in a country's GDP will increase its per capita income as well.

India's per capita income rose by 10.4% from Rs. 66,281 in 2012-13 to Rs. 74,920 in 2013-14 (current prices). Rise in per capita incomes will translate in an increase in disposable income. This in turn will lead to an increase in private final consumption expenditure across categories including recreation and culture which includes media and entertainment.

Per capita income at current prices in Rs.



Source: CRISIL Research

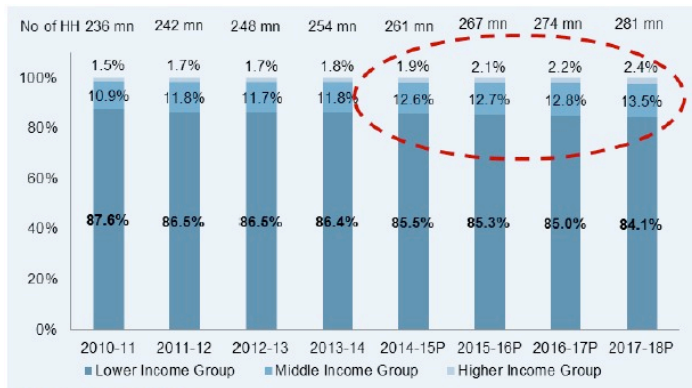
Growth of the Indian middle class

The Indian middle class is set to grow at a strong pace. As per a report by the National Council for Applied Economic Research's ("NCAER") Centre for Macro Consumer Research, an Indian family with an annual household income between ₹340,000 and ₹1,700,000 (at 2009-10 prices) falls in the middle income group ("MIG"). Accordingly, CRISIL Research has divided India's population into three groups according to their income levels— Lower Income Group ("LIG") (having annual household income less than ₹340,000), MIG (having annual household income between ₹340,000 and ₹1,700,000) and Higher Income Group ("HIG") (having annual household income more than ₹1,700,000). The income brackets so defined are for the year 2009-10 and adjusted for inflation the MIG bracket corresponds to ₹480,000 to ₹2,390,000 for the year 2013-14 and are projected to be ₹600,000 to ₹3,020,000 for the year 2017-18.

As GDP and the per-capita incomes increase, there has been a shift in the number of households from the LIG category to the MIG category and from the MIG category to the HIG category. Consequently, the number of LIG households has been declining slowly but steadily, while the number of MIG and HIG households has been on the uptick.

Going forward, the MIG category is set to increase even more as its proportion is expected to cross 13% of the total number of households in 2017-18 as compared to 11.8% at present (2013-14).

Breakup of proportion of number of Indian households into LIG, MIG and HIG categories



Source: CRISIL Research

Media and Entertainment Industry to Benefit from the Growth of MIG and HIG

Media and Entertainment is a segment which gets a majority of its revenue from HIG and MIG households as this is largely a discretionary spend item. As the number of households in these income groups increase, along with rising per capita incomes; spending on media and entertainment will also gain momentum. While the private final consumption expenditure (“PFCE”) in real terms increased at a compounded annual growth rate

(“CAGR”) of 6.9% from 2009-10 to 2013-14, the PFCE on recreation and culture has increased at a CAGR of 8% during the same period. This highlights the increase in spend on recreation and culture which also includes media and entertainment industry.

Additionally, a significant proportion of India’s population (i.e. people between the age of 15 and 45) are also the most vigorous consumers of media and entertainment. Around 46% of the Indian population in 2001 fell in this age bracket. This proportion has grown to 49% in 2011.

The growing MIG category, increasing spend on recreation and culture and the growing population in the age group of 15-45 years highlight the potential for the growth of media and entertainment industry in India.

Media and Entertainment Industry

The Indian media and entertainment industry is a vibrant and evolving space, exercising influence on a large populace. The various segments under the media and entertainment industry include:

- ❖ Television
- ❖ Newspapers
- ❖ Films
- ❖ Radio
- ❖ Digital (Internet & Mobile)
- ❖ Music
- ❖ Outdoor

Steady industry growth in the past driven by multiple segments

The media and entertainment industry in India has witnessed a steady growth trajectory over the last five years.

Revenues between 2009 and 2014 are estimated to have increased at a 10% CAGR, aided by continuous expansion in the reach of the various media segments, steady growth in the largest media segments, i.e. television and print, and emergence and rapid expansion of new segments such as digital.

While television and print (primarily newspapers) accounted for majority of the media industry’s revenues, the share

of segments such as films, radio and digital rose at a steady pace.

The digital segment (though starting off from a low base) is estimated to have the highest growth rate over the last five-year period at over 35%, aided by the rising acceptance of the medium from corporates and advertisers, a continuous increase in the quantum of data consumed and the rising penetration of smartphones. This would be followed by growth in radio as a medium (again from a low base), followed by the two largest media, i.e. television and newspapers.

Media and entertainment - industry revenues

(Rs billion)	2009	2010	2011	2012	2013	2014E	CAGR	Share of revenues - 2014
Television	282	320	352	383	423	474	11%	51%
Newspapers	141	159	169	183	198	220	9%	24%
Films	106	100	103	118	127	138	5%	15%
Radio	9	11	13	14	15	17	13%	2%
Digital	6	10	13	17	21	28	37%	3%
Others *	32	36	38	40	44	48	9%	5%
Total	576	636	689	754	828	924	10%	100%

E: Estimated

* Others includes revenues from outdoor advertising and magazines

Source: CRISIL Research

Move to digital media, and rising penetration to propel industry

Between 2014 and 2019, the industry's revenues are forecast to grow at a 13% CAGR to over ₹1.7 trillion. During the next five years, the digital segment is expected to record its sharpest growth rate of over a 26% CAGR, aided by rising acceptance of the medium from corporates and advertisers, continuous increase in the quantum of data consumed and rising penetration of smartphones.

Media and entertainment - industry revenues (estimated/projected)

(Rs billion)	2014E	2015P	2016P	2017P	2018P	2019P	CAGR
Television	474	542	622	712	824	953	15%
Newspapers	220	246	274	299	330	364	11%
Films	138	149	163	181	197	213	9%
Radio	17	20	23	27	31	35	15%
Digital	28	38	52	65	80	92	26%
Others*	48	51	57	61	65	70	8%
Total	924	1,046	1,192	1,345	1,527	1,726	13%

E: Estimated; P: Projected

* Others include revenues from outdoor advertising and magazines. Note: CAGR is from 2014 to 2019.

Source: CRISIL Research

Overview of the Indian film industry

The Indian film industry is the second largest in the world in terms of film production. However, in terms of market size, it is estimated to be worth almost ₹135 billion in 2013, which is less compared to other developed countries in the world. Indian box office collections were estimated to be around ₹96 billion (around \$1.8 billion at 2013 exchange rates) in 2013 whereas box office collections in the US/Canada region was around \$10.9 billion in 2013 (as per media/industry reports). Key reasons for this are: Cheaper ticket prices and comparatively low occupancies at theatres.

The average ticket price ("ATP") (blended for single screens and multiplexes) is estimated to be ₹44 in 2013 in India while the average ticket prices in the US were in the range of \$7-8 in 2013 (₹420-480 at the 2013-14 exchange rates).

Also, India has a very low screen density of around 8 screens per million population as compared to 117 screens per million in the US and around 30 screens per million in China (as per interactions with market players).

The three main players in the film industry value chain are:

- ❖ Producer
- ❖ Distributor, and
- ❖ Exhibitor.

Producers

Producers decide to make a film and subsequently, arrange for the shooting, editing and dubbing of the film and finally, deliver the film to the audience. Producers get a 'minimum guarantee fee' from distributors before a film is released in return for the distributing rights of a film in a territory or several territories within the country. Producers sell the rights overseas as well. If a film does well and the distributor has recovered his investment, any additional inflows usually get divided between the two in accordance with pre-defined arrangements. Lately, many producers have entered into revenue-sharing arrangements with distributors.

Institutional lending to the film industry

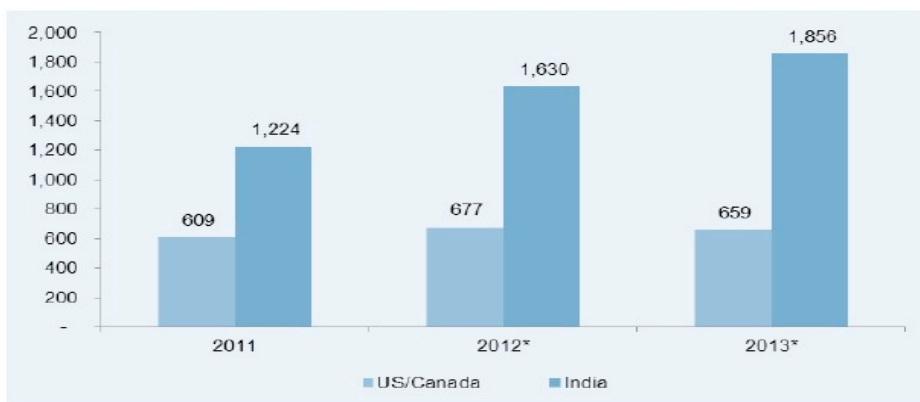
Banks like EXIM Bank, Yes Bank and IDBI Bank among others are the more active film financiers in the country. A few financial institutions also undertake 'slate funding', committing to finance multiple films of a certain production house. As per the Reserve Bank of India (RBI) guidelines, banks can take exposure of up to a maximum of 50% of the total production cost of a film.

Moreover, the film for which a bank loan is sought must be insured. Hence, film producers are increasingly getting their films insured. The first film to be insured in India was Taal (1999). Film insurance generally covers death or injury to actors, damage to sets, costumes, film equipment and theft. The premium charged for insurance is generally 1.0-1.5% of the total budget of the film.

India is the world's largest producer of films

India produces the highest number of movies in the world. In 2012, more than 1,600 movies were certified in India while the number of movies produced in the US/Canada region was a little more than 670. The number of movies certified in India went up to nearly 1,850 in 2013 whereas the number of movies produced decreased to around 660 for the US/Canada region.

Number of movies released/certified in India vs. the US/Canada

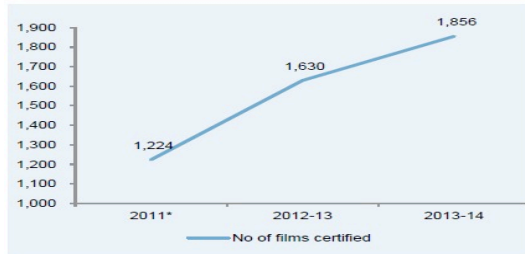


Note: *2012 refers to FY 2012-13 and 2013 refers to FY 2013-14 for Indian movies

Source: CRISIL Research

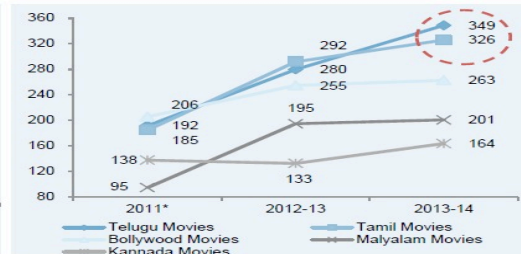
Growth in the number of some regional movies has outpaced growth in the number of Bollywood movies

Trend in number of movies certified



Note: * Calendar year
Source: Film federation of India, CRISIL Research

Trend and break up of movies certified (Hindi+regional)



As per data available from the film federation of India, the Indian film industry has grown by 23-24% annually on an overall basis between 2011 and 2013-14 in terms of number of movies certified. It has also been observed that growth in regional movies such as Tamil, Telugu, Malayalam and Punjabi has outstripped the growth in Hindi movies or Bollywood movies. Although the high growth in Punjabi movies is also a factor of a small base, the number of Tamil and Telugu movies being produced in the country are now higher than the number of Bollywood movies.

Although, the film production segment is fragmented, it has been witnessing some consolidation in recent years, with the large production houses announcing the rollout of multiple projects at a time.

Distributors

Film distributors buy the rights from a producer for distributing the films within a territory or across several territories. In some cases, they offer a minimum guarantee fee to the producer. There are instances where the distributors purchase the rights well in advance of the release of the film while in others, it is on a revenue-share basis with the producer.

There is no scientific basis for the determination of the amount payable towards distribution rights; this poses a huge risk to the distributor in case a film does not do well at the box office. Distributors play various roles including part financing of films, spending on print and publicizing the film in many cases, selection of exhibition halls and managing the distribution of the film prints. Distributors in India are rarely involved at the pre-production or production stage and they get to see a film only after it is completed.

Film distribution process



Source: CRISIL Research

Film distribution segment highly fragmented

The film distribution segment is fragmented with a majority of the distributors having only a limited presence, which also results in intense competition among them to receive the rights of big-ticket films in particular. Therefore, for theatrical distribution of a film throughout the country, producers need to typically tie-up with a number of distributors. The extent of fragmentation though has reduced over the years with multiple large studios increasing their presence in the business. Some of the largest film distributors in India are Yash Raj Films, Viacom18, Sun Pictures, Tips Industries, Eros Entertainment, Mukta Arts and Reliance Mediaworks.

where the six largest studios (i.e. Twentieth Century Fox, Paramount Pictures, Sony Pictures, Universal Studios, Walt Disney Studios and Warner Bros. Entertainment) manage nearly 70% of the movies produced in the country.

Exhibitors

Exhibitors form the link between the film distributors and the audience, controlling the last mile in the box office value chain.

With 9,500-10,000 cinema screens as of 2013, India has a very low screen density of around 8 screens per million population as compared to 117 screens per million in the US and around 30 screens per million in China (as per interactions with market players). This highlights the significant potential for increasing the number of screens in the country over the next few years.

Of the total screens available, 90-95% has been digitalized. Digitization has enabled faster releases across wider geographies and security of content.

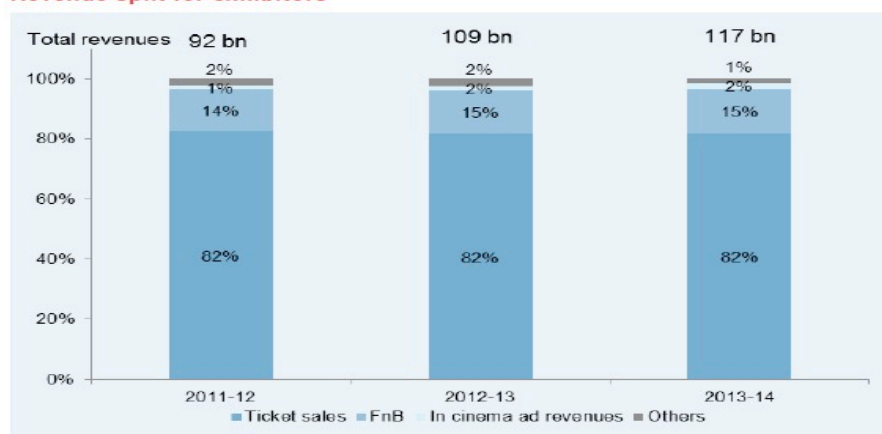
The film exhibition sector can be divided into two segments - single screen cinemas and multiplex cinemas. About 80-85% of the cinema screens in India are single-screen cinemas owned by individual entrepreneurs, operating in a mostly unorganized environment.

Exhibitor revenues and costs

Revenues for exhibitors come mainly from the following sources:

- ❖ Ticket sales
- ❖ Food and Beverage sales (FnB)
- ❖ In-cinema advertising
- ❖ Others (parking etc.)

Revenue split for exhibitors



Source: CRISIL Research, Industry

Lately, in-cinema advertising has started to show promise as a source of revenue for both digital integrators as well as exhibitors. Its share has gone up slowly but steadily from around 1.2% of total revenues in 2011-12 to around 2% of total revenues in 2013-14.

Tier II and III cities are the new focus for expansion for exhibitors

Up until now, domestic box office revenues have grown on the back of growth in the number of screens (mainly in multiplexes), and an increase in average ticket price and average occupancy rates. Going forward, growth in revenues is also expected to be driven by growth in the number of multiplex screens in tier II and tier III cities as the metros and most of the tier I cities become saturated. The rapid urbanisation, economic growth and the rising aspirations of the middle class will play an essential role in propelling box office revenues in tier II and tier III cities. With lower real estate prices in smaller towns and the option to launch a no frills cinema, the exhibitors are able to considerably bring down the cost per screen.

Nearly 150-200 multiplex screens were added in 2013; a major part of the growth was from expansion of multiplexes in tier II and tier III cities. Leading multiplex chains such as PVR Cinemas (PVR) added 60 screens, Inox Movies added 21 screens and Satyam Cineplex (now acquired by Inox) added 12 screens.

Market Sizing of the Indian Film Industry

Theatrical revenues will continue to drive film industry growth over long term

The Indian film industry earns revenues chiefly from four sources: ticket sales (domestic as well as overseas), cable and satellite ancillary rights, home video and in-cinema advertisement.

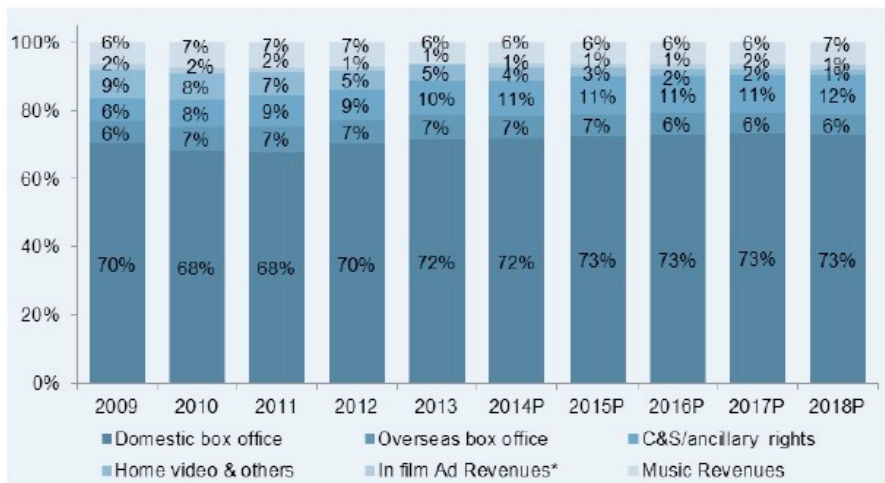
Revenues of the Indian film industry declined by 10 - 11% in 2009 due to weak content pipeline and lower occupancy levels and grew at a slow pace between 2009 and 2011. Revenue growth picked up in 2012, growing by 13 - 14% year-on-year on the back of the release of movies such as Agneepath, Ek tha Tiger and Dabangg 2. In 2013, the industry's growth rate slowed year-on-year, rising by only 6 - 7% though few films performed very well at the box office as there were several big-budget films that underperformed.

Market size of Indian film industry



Source: CRISIL Research

Segment wise break up of revenue



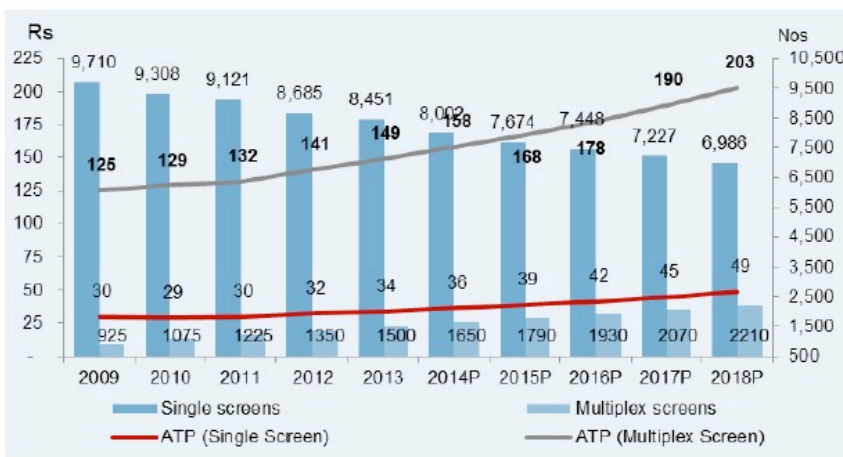
Note: * In film Ad Revenues refer to the revenues from the advertisement of brands within the film

Source: CRISIL Research

Between 2013 and 2018, the film industry's revenues are projected to increase by 9-10% CAGR to ₹211 billion, largely comprising domestic theatrical revenues (65-70%). Over the same period, CRISIL Research expects domestic box office collections to grow by 9-10% annually, driven primarily by an increase in the number of multiplex cinemas (where ticket prices are much higher as compared with single or double screen cinemas), and, to some extent, by the wider (more number of screens) release of films on account of implementation of digital technology in cinemas. Also, CRISIL Research expects the ATP (blended for single screens and multiplexes) to increase to ₹71 in 2018 from an estimated ₹44 in 2013.

Globally, the average ticket prices in the US were in the range of \$7-8 in 2013 (₹420-480 at the 2013-14 exchange rates).

Trend and outlook in growth in average ticket prices and number of screens (single screen and multiplex)

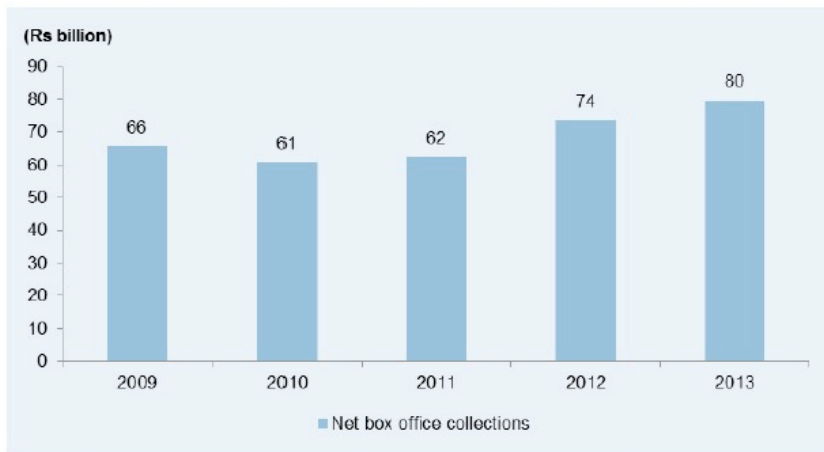


Source: CRISIL Research

In recent years, with the advent of digitisation, the window available for a film, especially Hindi films, to earn revenues at the box office has shrunk considerably. Hence, distributors flood the market with digital prints looking to garner as much revenues as possible during the opening weekend of the release. Further, with the film available on other platforms like direct-to-home and distribution within weeks of its release, a sizeable audience prefers to wait for the same, rather than spend a higher amount to watch the film in theatres. This shrinks the

time available for the film to generate revenues at the box office. Therefore, in most cases, over 75% of the film's box office revenues are collected within the first weekend of the movie release.

Trend in net box office collections



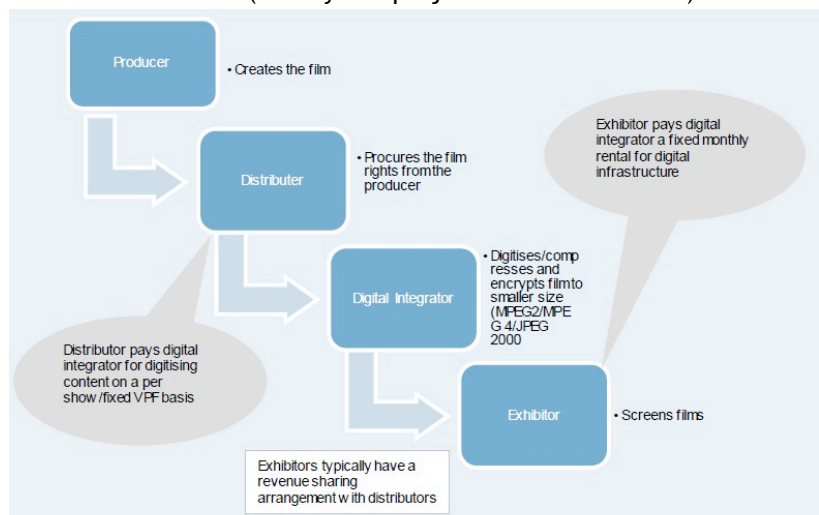
Source: CRISIL Research

Entertainment tax ("e-tax") is a state subject in India. Different states have different e-tax structures with e-taxes in some states nil and in others as high as 60%. The net box office collections have been estimated by taking an average e-tax of around 15-20% on the gross box office revenues.

Value chain of the Indian film industry post the advent of digitisation

Previously, major players in the film industry were the producer of films, the distributor of the film and the exhibitor of the film. With the advent of digitisation, another player has been added to the value chain: the digital integrator.

Digital integrators typically take the content from distributors and digitise it or compress and encrypt it in various digital formats (MPEG 2/MPEG 4 and JPEG 2000 or DCI compliant). They also provide infrastructure for playing digital content in theatres (mainly the projector and the server) to exhibitors.



Source: CRISIL Research

For e-cinema or MPEG 4 formats, distributors pay digital integrators a week-wise fixed price per show aired subject to a cap for the digitised content, while exhibitors pay a fixed monthly rental to the digital integrators apart from a refundable deposit for the digital infrastructure.

Therefore there are two major sources of revenue for digital integrators: a variable/fixed fee from distributors and a fixed rental from exhibitors. In addition to this, digital integrators also generate revenues by selling the in-cinema advertisement inventory to corporates and sharing a part of the revenues with exhibitors. However, not all exhibitors choose to sell their advertisement inventories via digital integrators. For instance, players like PVR sell their advertisement inventories themselves.

Exhibitors generally have a revenue sharing model with distributors wherein they share around 45-55% of the revenues from a film with the distributor in week 1, around 40-45% of revenues in week 2, around 30-40% of the revenue for the third week and a flat 30% beyond week 3.

Sometimes when demand for a particular movie is high, exhibitors resort to offering a minimum guarantee to the distributors. Here the exhibitor pays a fixed amount to the distributor and if the movie earns revenues beyond the limit, he shares the revenue with the distributor.

The digital integrator space is fairly consolidated

Currently there are very few digital integrators in the country with the two largest players accounting for the highest number of screens in their network.

Small Budget or Niche Content Films have also Benefitted due to Digitisation

Small budget-content driven films, which depend mainly on content (many times niche) and performance and not on the presence of a big 'starcast', are witnessing wider acceptance among the audience in recent years. While new themes, advent of corporates in the film business, promotion of new talent by big studios and improving awareness among discerning audience has aided this growth, part of the credit goes to digitisation of movies as well. Digitisation of movies and the associated lower cost of distribution have enabled such films with tight marketing budgets to affect releases in theatres across the country. Wider reach, lower distribution costs have helped push the growth of small budget- niche content films

Some small budget films in recent years



Source: CRISIL Research, media reports

Digital Content has Aided Partial Reduction in Piracy

A major problem with analogue prints was the difficulty in distribution. The prohibitive costs of the analogue prints restricted the number of prints that could be created for a movie. Consequently, films were released in tranches across theatres - a set number of theatres in the metropolitan/tier I cities/ category A theatres first and then in the next level of cities/ theatres. According to media reports, it used to take anywhere between 3 months and a year for the movie to release across India and even then, many areas remained under served.

The problems faced in distribution were one of the reasons for the rise in piracy. Consumers in tier II/III cities and towns, where movies were released with a huge delay or not at all, fuelled demand for pirated prints.

Piracy led to huge losses of revenue for the movie industry. However with digitisation, it became possible to release movies across a large number of screens throughout the country simultaneously at a much lower cost. Also, digitising of movies involves encryption of data so that it is safeguarded from unauthorised dissemination. This has ensured safety of film content from piracy albeit to some extent.

Although pirated versions of films become available online within a few weeks of release of the movie and the theatre to TV window has reduced significantly, faster releases across wider geographies has enabled film distributors as well as exhibitors to rake in maximum revenues within the first few weeks of release of the film. Also, the availability of films in theatres as soon as it is released acts as a big factor in attracting consumers to theatres.

OUR BUSINESS

In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to Oyeeee Media Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated financial information. This section should be read together with "Risk Factors" on page 9 and "Industry Overview" on page 60.

BUSINESS OVERVIEW

We are incorporated in Mumbai as "Oyeeee Media Private Limited" as on 16th April 2008 as a private limited company under the provisions of Companies Act 1956. It is registered in Registrar of Companies, Mumbai Maharashtra. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Oyeeee Media Limited" vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Maharashtra.

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of Film/TV Management services, Event Management, Artist Management and Celebrity Management services in Mumbai. We also aim at achieving greater and long-term growth.

We offer fully customised solutions that give shape to our clients' special preferences, their needs and vision for the program.

We are a full-fledged media house, wherein we design and deliver premium solutions for world's leading companies and individual clients. Our solution certainly plays a decisive role in getting the attention that our client's brand deserves in their niche market.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events at national and international levels to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

We lead a very creative and enthusiastic team of talented youngsters. They are meticulous planner and an excellent organizer who are totally committed and focused.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in Customer Service and Support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into Television Serials. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

OUR SERVICES

We are an in-house production division solely created to focus on development and production of reality shows, documentary soap & documentary drama programming, viz.:

- TV Shows - Reality, Fiction & Non-Fiction
- Feature Films
- Corporate Videos/Films
- Music Videos
- Promotional Videos
- Documentaries
- Artist and celebrity Management
- Event Management

FILM / TV MANAGEMENT:

➤ **PRE-PRODUCTION**

Our office is strategically located in Lokhandwala Andheri (West) Mumbai which is considered the central hub for advanced media production resources and service providers in India, with easy access to all parts of the country. Our forte lies in our reliable and large network of location and studio options, actors, models, crew, and creative. In addition to being a full-service production company, we are also well connected with production equipment providers including cameras, lighting, and grip equipment to effectively meet all types of production needs.

Our experienced team help our clients to prepare the concepts for a successful production, whether they already have concept or want to collaborate on the creative direction for their project, we offer following gamut of services:

- Concept Development
- Storyboarding
- Casting
- Set Design
- Talent Releases
- Scriptwriting
- Location Scouting
- Costume Design
- Permits
- Insurance

➤ **PRODUCTION**

Our pool of associate writers, directors, producers, and cinematographers know how to approach each project of every scale and genre, from single-camera studio interviews, to multi-camera commercial shoots.

We provide concept development, storyboards, casting, locations, camera and lighting crews, equipment, and comprehensive production management. Whether someone needs to launch a new product, promote their image, communicate their vision, or simply share their story, we are here to help them succeed. We offer:

- Production Management
- Sets
- Background Talent
- Equipment
- Location Services
- Makeup/Wardrobe
- Cast/Crew
- Film/Video/Photography
- Catering/Craft Services
- Behind-The-Scenes

➤ **POST PRODUCTION**

Our creative directors, editors, artists and animators are proficient in providing post-production services.

We offer a full complement of post-production services including:

- Editing
- Mixing
- Titles/Motion Graphics
- Animation
- DVD Authoring

- Visual Effects
- Sound Design
- Compositing
- Color Correction
- Client Review
- Music Composition
- Digital Effects

EVENT MANAGEMENT:

We have access to all the leading talents in the industry and we coordinate with them efficiently to stage a flawless event. Right from the initial consultation up until the last guest leaves, we plan everything impeccably to guarantee our clients an enjoyable and impressive event.

➤ WEDDINGS, SANGEET CEREMONY OR ENGAGEMENT PARTY

When it comes to wedding events planning, we work with our clients closely because after all it is their vision to which we are giving shape.

We take care of all aspects of wedding celebrations including guest list management, venue management, venue decoration, lighting, music, DJ, food and beverage, travel and logistics and much more. We keep our wedding management services absolutely stress free for our clients because, this is a day that they should enjoy and not be worried about making arrangements. We can work with all kinds of budgets.

➤ CORPORATE EVENTS

Our team has worked with wide range of companies putting together mind-blowing events. We are a full service event management company that makes every event that it handles a great success. Our key expertise is:

- Corporate Event Management
- Corporate Award Ceremonies
- Conference Management
- Product Launches & Brand Launches
- Lifestyle Events
- Special Events
- HR Events & Initiatives
- Corporate Parties and Celebrations
- Executive Retreats & Incentive Programs
- Entertainment Events and Services

The key to our success has been our ability to understand our customers' requirements fully and developing solutions that matched our customers' specific needs.

We are a global communications agency that focuses on building rewarding relationships. We are one window service for all productions, from start-to-finish:

- Cast and Crews
- Project Budgeting and designing
- Permits and Permissions
- Legalities
- Grants and Subsidies (World-wide)
- Copyright and Trademark
- Film Locations
- Transports and Hotel Accommodation

ARTIST MANAGEMENT:

We are now offering career advice and guidance to independent artists on a limited budget, providing with the tools to take charge and manage their own career.

We offer artists or bands at any level development programs, giving them the cutting edge tools to help empower and achieve their career goals.

Depending on specific objectives, we create and develop an action plan that is tailor made to produce results and take their career to the next level. We offer the following services:

- Free Consultation
- Defining target audience
- Setting up a press kit (i.e. bio, press clippings, etc.)
- Guidance against protection from bad deals
- Critiquing and assessing music
- Establishing a social networking presence
- Website Development
- Career Counseling
- Artist / Band Evaluation
- Assist independent artists in their business affairs
- Help create budgets to provide for touring and recording costs
- Develop an action plan for artists based on existing image and music
- Introduce artist to the complexities of music contracts

CELEBRITY MANAGEMENT:

Managing celebrities is synonymous to managing brands. The reputation of a public figure is a process that needs to be supported by commercialized promotional strategies. A celebrity in this sense is the company which has to be represented in the best possible way.

A vital aspect of Oyeeee Media portfolio management includes articulating public appearances of renowned Bollywood actors, sports personalities, writers, directors, musicians, fashion designers, and other significant celebrity figures across various industries. For this, our team works closely with celebrity clients, PR managers, personal agents as well as handlers.

We engage in celebrity product placements through careful examination of the current market appeal. Our endorsements depict the perfect mix and match of commercially famous celebrities and brands for amplifying the popularity of both. We team up with our advertising clients to determine the best possible means of achieving targeted success based on reach, budget, and campaign goals.

Our success rate is determined by the trust endowed upon us by our artist and celebrity clientele. Their belief in our impeccable promotional strategies deserves equal credit for the success they witness today with our assistance.

We perfectly balance out campaign budgets and artist requirements to enhance the experiences of both the audience as well as our clients. As a link between artists, audience, managers, and our clients, we are constantly on our toes to bring about the best possible outcome.

Artists, Singers & Celebrities are available for Wedding & Sangeet Events, Corporate Events, Launching Events, Anniversaries, Award ceremonies and various other events.

OUR ACCOMPLISHMENTS:

In a short span of time since we commenced our full-fledged operations, we could accomplish following services:

➤ **LAUNCH OF OURSELVES”**

We had hosted a mega event to celebrate our penetration into media and entertainment industry. In our launch event, various renowned celebrities has graced the occasion which has helped us to mark our presence.

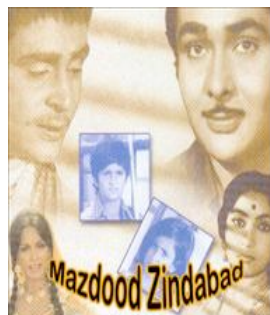
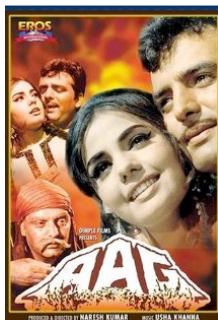


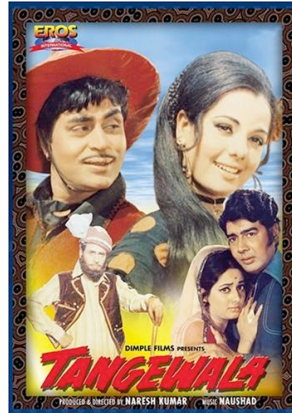
➤ **ARRANGEMENT OF SELLING NEGATIVE RIGHTS OF TWO BOLLYWOOD MOVIES NAMEDLY “ANJAAM” AND “ONE 2 KA 4”**

We have arranged the selling of Negative Rights, IPR & all Copy Rights for Film “ANJAAM” starring Shahrukh Khan, Madhuri Dixit to M/s. Red Chillies Entertainments Private Limited on behalf of M/s. Soham Rockstar Entertainment for a commission of Rs. 25 Lacs and also arranged the selling of Negative Rights, IPR & all Copy Rights for Film “ONE 2 KA 4” starring Shahrukh Khan, Juhi Chawala & others to M/s. Red Chillies Entertainments Private Limited on behalf of M/s. D H L Creations for a commission of Rs. 32 Lacs.

➤ **ACQUIRED OVERSEAS RIGHTS OF HINDI MOVIES NAMEDLY “AAG”, EK SAPERA EK LUTERA”, “HUSN AUR ISHQ”, “MAZDOOR ZINDABAD”, “TANGEWALA”, “SONE KA DIL LOHE KE HATH” AND “BAHAR”**

We have acquired the overseas rights of aforesaid Hindi Feature Films related to all kind of overseas rights excluding Satellite Rights Pay TV, DTH and related to all kind of Satellite Rights from M/s. D H L Creations for the whole world excluding India. These rights are valid till 31st March, 2017.





- **SUCCESSFULLY ORGANISED PLAY NAMELY “BAAP KA BAAP” ENACTED BY ASRANI, PADMINI KOLHAPURE & OTHERS.**

We had participated in organising the play namely “Baap Ka Baap” enacted by Asrani, Padmini Kolhapure & others. We have been involved in to set designing, lighting etc. and we were entitled of over the counter sales of Play.



- **ENTERED AGREEMENT WITH WRITER RAJ SHANDILIYA (COMEDY CIRCUS FAME) FOR WRITING THE SCRIPT OF SERIAL AND FILM FOR US.**

We had engaged Mr. RAJESH SHARMA AKA RAJ SHANDILIYA who is a Comedy Circus Fame and Limca Book Record Holder for writing the script of our proposed project of TV serials and feature films. He has already commenced the plot of our upcoming television serial i.e. “Yatri Gan Kripya Dhyana Dein”.

OUR STRENGTH:

We derive our strengths from following factors:

Experienced and Strong Management Team

The management of our company is well experienced in the entertainment industry as well as within their respective specialized segments. Our Managing Director Mr. Raj Saluja with several years of experience, plays the major role in the growth and development of our business. In addition to that our Director Mr. Prasanjit Gupta, heads our event management vertical of our Company. Our management team includes a team of professionals who have business and industry knowledge and experience, having worked in entertainment industry for many years. Our management team possesses an in-depth understanding of the media & entertainment sector, content and content exploitation, and is therefore well -positioned to focus on the continued expansion and strengthening of our pool of operations. Further, building on the existing team, our Company has inducted several experienced executives on contract to drive the business.

Strong long-standing relationships with talent within industry provide steady access to content and talent.

We believe that in various aspects of the entertainment industry in India, we have managed to create, maintain and build our goodwill with other industry participants and this has led to repeated business transactions with known names in the industry for acquisition of contents. We have aggregated content rights across various segments including comedy content, devotional content, music content and special interest content.

Established operations and proven track record.

We have established operations in media and entertainment operations and in the past we have been associated with esteemed projected which carves for over selves a niche in the industry.

Financial strength

Our Net Worth stands at Rs. 1,108.74 Lacs as on 31st March, 2015 without any debt portfolio. Our profits stood at Rs. 27.72 Lacs for the year ended 31st March, 2015.

BUSINESS STRATEGY:

Our vision is to emerge as a leading entertainment house that balances various platforms in a dynamically changing media environment, by establishing a sustainable connection with audiences and with our content library and its successful exploitation to ensure that it can be monetized through diversified platforms on a worldwide basis. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability. We intend to pursue the following strategies in order to consolidate our position and grow further:

➤ Scaling up Our content library driven by return on Investment

Our aim is to acquire, manage and deliver the best possible content that has the ability to exploit over various existing and emerging distribution platforms. Based on our view of entertainment consumption patterns and driven by return on investment, our strategy is to focus on acquiring additional content as follows:

Perpetual Rights:

Our aim is, to own the complete intellectual property rights in a film by acquiring perpetual rights, as well as, to monetize them over a maximum number of distribution platforms. We believe that this will contribute to the long term sustainability of our business model. Our experience suggests that the monetization value of the rights keeps pace with average media inflation. As these rights keep revolving after every cycle, typically five years, the management believes that they will contribute to a stable and predictable revenue and profit stream.

Television broadcast rights and New Media Rights including Music based rights:

Over the last few years' television has emerged as a key monetization medium for films. Accordingly, our strategy is to further strengthen our competitive advantage by building on and augmenting our Aggregation Rights for television broadcast and further leveraging our portfolio approach. Based on our view of entertainment consumption patterns emerging over the next few years, we intend to expand further into new media specific content including expanding our presence in the music business to enhance our scale in this segment. The diverse additions to our Content Library, each year, is the result of a planned content acquisition strategy and is based on agreements that we have entered into with various production houses.

➤ **Venture in to production of films**

We intend to expand our area of operations by venturing in to production of films, which will enhance our position as a production house with continuous innovation in process and better understanding of the viewership trend. In view of the rapid changing preferences in entertainment space domestically and internationally, we intend to build up capability of conceptualizing and producing films catering to every entertainment need for film viewers.

➤ **Expand in to production of TV Serials / Organizing Concept Events**

Going forward, we plan to continue the focus on production of TV Serials / Organizing Concept Events and leverage further. We have already commenced the production process of one Television Serial namely “Yatri Gan Kripya Dhyani Dein” of Comedy genre. We are in the process of enhancing our presence in the TV Serials / Organizing Concept Events with a view to establish ourselves.

➤ **Increasing our service portfolio**

We are constantly striving to expand our service offering and we are always on the lookout for complementary services that will add to our solution bouquet. This also helps in keeping our portfolio balanced and helps spread our risk. We would seek service lines which have better scope for value addition and therefore offer us higher than average margins.

➤ **To achieve inorganic growth through strategic acquisitions & investments**

We intend to build end to end capabilities in Media and Entertainment Services business. We look to achieve this through organic as well as inorganic growth. By way of inorganic growth, we may identify companies with complementary entertainment skills along with significant customer base across geographies where we do not have significant presence.

PLANT AND MACHINERY:

Since we are an entertainment company, we do not own any major plant and machinery.

COLLABORATIONS:

The Company has so far not entered into any technical or financial collaboration agreement.

HUMAN RESOURCES:

The details of manpower employed as on 31st March, 2015 are as under:

Sr. no	Category	No. of employees
1.	Managing Director	1
2.	Non Executive Non	1

Sr. no	Category	No. of employees
	Independent Director	
3.	Company Secretary & Compliance Officer	1
4.	Chief Financial Officer	1
5.	Accounts & Finance	2
6.	Marketing Staff	1
7.	Administration	2
8.	Creative & Designing Team	4
9.	Office Boy	1
	TOTAL	14

COMPETITION:

The market for media and entertainment are rapidly growing. We face competition from new entrants as well as existing established domestic and foreign companies in India. Market realities continue to reshape the media and entertainment industry. Our competition depends on several factors: technology platforms are evolving rapidly, new business models are emerging, consumer viewing habits are changing, growing viewer base outside India, but lack luster appeal at international film festivals and new competition is arising from multiple sectors.

MARKETING ARRANGEMENT:

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Our dedicated team guide creative and execution activities to ensure complete management of all marketing activities. We help partners manage marketing as an ongoing process improving the consistency and success for demand generation efforts, and speeding the time-to revenue for opportunities across the sale cycle. Our marketing services are designed with an objective of enhancing brand awareness, spreading geographical reach for our service offerings and enabling marketing team through lead generation program. Our marketing service offering includes:

- Direct Mailer Campaigns, Micro sites
- Market Surveys
- Meets
- PR releases
- Seminars and Webinars

FUTURE PROSPECTS:

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the geographical areas of operations to cater to the growing market.

CAPACITY AND CAPACITY UTILIZATION:

Our Company is engaged in media and entertainment services and hence capacity and capacity utilisation is not applicable to ourselves.

EXPORT POSSIBILITY AND OBLIGATION:

Our Company doesn't have any export obligation, as we are not exporting any material.

SWOT:

Strengths

- Integrated Business Model
- Strong managerial capability
- Cordial relations across entertainment industry
- Sound structured national network facilitates and the boom of M&E industry
- Lower response time with efficient and effective service
- Operational excellence
- Expertise in mass-appeal movies and music
- Pool of contents

Weaknesses

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- Rapid Technological changes
- No prediction or forecast of audience taste about the success of films/ TV shows etc.

Opportunities

- Rapid urbanization
- Regional Media on rise
- Digitization and New Media- New Avenues
- Growing awareness among viewers/customers about new technologies.
- New phase of low budget movies/TV Shows etc.
- Increase in no. of channels and Multiplexes.

Threats

- Government & regulatory norms
- Fleeting Consumer expectations
- Decreasing Cycle time
- Increasing cost of rights for movies and songs
- Fragmentation
- There are no entry barriers in our industry which puts us to the threat of competition from new entrants.
- Any change or shift of focus of Government policies may adversely impact our financials

OUR PROPERTIES:

Our Registered Office is situated at A-201, 2nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400053, Maharashtra. The registered office of our Company is owned by Smt. Rashmi M Rohra, which has been taken from them on rent vide Leave & License Agreement dated 5th January, 2015. The Agreement is valid for a period of three (3) years w.e.f. 1st January, 2015

Note 1: Purchase of Property

We have not entered into any agreement to buy/sell any property with any Director or a proposed director who had any interest direct or indirect during the preceding two years.

INTELLECTUAL PROPERTY:

Our company is in process of filing application to 'The Registrar of Trade Marks, Trade Marks Registry for the registration of corporate logo and trademark.

INSURANCE:

At present, we do not have any insurance policy for protecting us against any material hazards

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, Government of Maharashtra and the respective byelaws framed by the local bodies in Mumbai, Maharashtra and others incorporated under the laws of India.

The information detailed in this chapter has been obtained from the various legislations and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice.

The following is an overview of some of the important laws and regulations, which are relevant to our industry.

INDUSTRY RELATED LAWS:

The Cinematograph Film Rules, 1948, (“Cinematograph Rules”), require a license to be obtained prior to storing any film, unless specifically exempted. Licenses for storage of films are granted for one year and must be renewed annually. Any person transporting, storing or handling films is required to ensure compliance with requirements pertaining to, inter alia, precautions against fire, storage of loose films, minimum specifications for aisle space, exits and electrical installations in storage rooms etc. The Cinematograph Rules also specify the procedure for transport of film, and application for, or renewal, transfer, refusal and cancellation of, licenses.

The Cinematograph Act, 1952, (“Cinematograph Act”), authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board for Film Certification" or "CBFC"), in accordance with the Cinematograph (Certification) Rules, 1983, (“Certification Rules”), for sanctioning films for public exhibition in India. Under the Certification Rules, the producer of a film is required to apply in the specified format for certification of such film, with the prescribed fee. The film is examined by an examining committee, which determines whether, the film:

- is suitable for unrestricted public exhibition;
- or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
- is suitable for public exhibition restricted to adults; or
- is suitable for public exhibition restricted to members of any profession or any class of persons having regard to the nature, content and theme of the film; or
- is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
- is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence.

Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act.

A certificate granted or an order refusing to grant a certificate in respect of any film is published in the Official Gazette of India and is valid for 10 years from the date of grant. Films certified for public exhibition may be re-examined by the CBFC if any complaint is received in respect of the same. Pursuant to grant of a certificate, film advertisements must indicate that the film has been certified for public exhibition. The Central Government may

issue directions to licensees of cinemas generally or to any licensee in particular for the purpose of regulating the exhibition of films, so that scientific films, films intended for educational purposes, films dealing with news and current events, documentary films or indigenous films secure an adequate opportunity of being exhibited. The Central Government, acting through local authorities, may order suspension of exhibition of a film, if it is of the opinion that any film being publicly exhibited is likely to cause a breach of peace. Failure to comply with the Cinematograph Act may attract imprisonment and/or monetary fines. Separately, the Cable Television Networks Rules, 1994, require that no film or film song, promo, trailer, of film music video, album or trailer, whether produced in India or abroad, shall be carried through cable services unless it has been certified by the CBFC as suitable for unrestricted public exhibition in India.

LAWS REGULATING LABOUR AND EMPLOYMENT:

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended (the “Bonus Act”), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

Contravention of the provisions of the Bonus Act by a company is punishable by imprisonment for up to six months or a fine of up to Rs.1,000 or both, against persons in charge of, and responsible to the company for, the conduct of the business of the company at the time of contravention.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (the “ESI Act”), provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (the “EPF Act”), provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

Payment of Gratuity Act, 1972

Under the Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”), an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service. An employee in a factory is said to be in ‘continuous service’ for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee. The employee is also deemed to be in continuous service if the employee has worked (in an establishment that works for at least six days in a week) for at least 240 days in a period of 12 months or 120 days in a period of six months immediately preceding the date of reckoning.

INTELLECTUAL PROPERTY LEGISLATIONS:

Copyright Act, 1957

The Copyright Act, 1957 governs the law relating to copyright in India and defines infringement and provides remedies for the same. Copyright means the exclusive right to do or authorise others to do certain acts in relation to original (1) literary, dramatic or musical works, not being a computer programme, (2) computer programme, (3) artistic work, (4) cinematograph film and (5) sound recording. The object of copyrights is to protect the author of a copyrighted work from any unlawful reproduction or exploitation. Copyright subsists during the life of the author/creator of the work and 60 years thereafter in case the author is a natural person. In all other cases, copyright subsists for 60 years from the date of publication of the work concerned.

Trade Marks Act, 1999

The Indian law on trademark is enshrined in the Trade Marks Act of 1999. Under the existing Act, a trademark is a mark used in relation to goods and/or services so as to indicate a connection between the goods or services being provided and the proprietor or user of the mark. A 'Mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style, the shape of goods other than those for which a mark is proposed to be used, or any combination thereof or a combination of colours and so forth. The trademark once it is applied for is advertised in the trademarks journal, oppositions, if any, are invited and after satisfactory adjudication of the same, is given a certificate of registration. The right to use a mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fees.

TAX RELATED LEGISLATIONS:

Income-tax Act, 1961

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

GENERAL:

The Indian Contract Act, 1872

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

Registrations under the applicable Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office ("Shops Act")

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

The Companies Act, 1956 & 2013

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

LAWS REGULATING TRANSFER OF PROPERTY:

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (the “TP Act”) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

Registration Act, 1908

The Registration Act, 1908 (the “Registration Act”) has been enacted with the objective of providing public notice of the execution of documents affecting, *inter alia*, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, 110 in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

FOREIGN OWNERSHIP LEGISLATIONS:

Investment by Foreign Institutional Investors

Foreign Institutional Investors including institutions such as pension funds, mutual funds, investment trusts, insurance and reinsurance companies, international or multilateral organizations or their agencies, foreign governmental agencies, foreign central banks, asset management companies, investment managers or advisors, nominee companies and institutional portfolio managers can invest in all the securities traded on the primary and

secondary markets in India. FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under FEMA. FIIs must also comply with the provisions of the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. The initial registration and the RBI's general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely securities issued by Indian companies, to realize capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account, should not exceed 10% of the total paid-up capital of a company.

OUR HISTORY AND CORPORATE STRUCTURE

HISTORY & BACKGROUND

We are incorporated in Mumbai as “Oyeeee Media Private Limited” as on 16th April 2008 as a private limited company under the provisions of Companies Act 1956. It is registered in Registrar of Companies, Mumbai Maharashtra. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Oyeeee Media Limited” vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Maharashtra.

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of Film/TV Management services, Event Management, Artist Management and Celebrity Management services in Mumbai. We also aim at achieving greater and long-term growth.

We offer fully customised solutions that give shape to our clients’ special preferences, their needs and vision for the program.

We are a full-fledged media house, wherein we design and deliver premium solutions for world’s leading companies and individual clients. Our solution certainly plays a decisive role in getting the attention that our client’s brand deserves in their niche market.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events at national and international levels to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

We lead a very creative and enthusiastic team of talented youngsters. They are meticulous planner and an excellent organizer who are totally committed and focused.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in Customer Service and Support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into Television Serials. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

Our Services

We are an in-house production division solely created to focus on development and production of reality shows, documentary soap & documentary drama programming, viz.:

- TV Shows - Reality, Fiction & Non-Fiction
- Feature Films
- Corporate Videos/Films
- Music Videos
- Promotional Videos
- Documentaries
- Artist and celebrity Management
- Event Management

Changes in Registered Office:

The registered office of the Company was initially situated at A-53, Roop Darshan, Juhu Gali, Andheri (West), Mumbai-400 058. Pursuant to a Board resolution dated 28th October, 2010 the registered office was shifted to Unit B-106, Maruti Prasad, Sector-31, Vashi, Navi Mumbai-400 703. Pursuant to a Board resolution dated 22nd March,

2013 the registered office was shifted to SN Enterprises, 35/18, Bombay Talkies Compound, Himanshu Rai Road, Malad (West), Mumbai-400 064. Pursuant to a Board resolution dated 1st August, 2014 the registered office was shifted to 204A, Bldg-2, Kaldongri Co-Op Society, Sahar Road, Parsiwada, Andheri (East), Mumbai-400 069. Pursuant to a Board resolution dated 14th January, 2015 the registered office was shifted to A-201, 2nd Floor, Crystal Plaza, New Link Road, Oshiwara Village, Andheri West, Mumbai-400 053 which is the current Registered Office.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company, which we have been carrying out until now, are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

- To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and to run in India or abroad the business of Creation, Acquisition, Syndication, Distributors, Sellers, Stockists, Dealers, Agency, Transmitting Agency, Exhibitor, importers, Exporters, Hires, and Dealers of Motion Pictures, Television Films, Televisions Serials, Video Films, Video Serials, Advertising Films and any other kind of films in any Language In India or Abroad and for the purpose to develop E-commerce platform with dynamic database driven electronic commerce site and system for sales, fulfillment and customer services and products over Internet, building e-commerce web portal which feature online shopping malls, business to customer services, business to business and complements of Channels, News, information, intermediation in selling products/services online.
- To carry on the business of promotional events, Award ceremonies, Product launching platform, sampling of products, pageant ceremonies, organizing ground level kiosks, business of developing, promoting, marketing, organizing and managing artists and celebrity management national as well as international events, product brands, corporate and business themes, evenings, launches, ideas, managing public and media relations, press & publicity, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in tie up or partnership with other agencies, service providers including international agencies involved in providing similar type of services and to promote, produce, organize and manage international and local music events, to provide complete technical and infrastructure support, including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding & innovative sponsor entitlements of events, have coverage of live music events, television specials & music videos, merchandising, procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality.

CHANGES IN THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since inception:

DATE	AMENDMENT
23 rd March, 2011	Increase in Authorized Share Capital of the Company from Rs. 1.00 Lacs divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 25.00 Lacs divided into 2,50,000 Equity shares of Rs. 10 each.
20 th March, 2014	Increase in Authorized Share Capital of the Company from Rs. 25.00 Lacs divided into 2,50,000 Equity Shares of Rs. 10/- each to Rs. 600.00 Lacs divided into 60,00,000 Equity shares of Rs. 10 each.
1 st December, 2014	Conversion from Private Limited Company to Public Limited Company
12 th December, 2014	Increase in Authorized Share Capital of the Company from Rs. 600.00 Lacs divided into 60,00,000 Equity Shares of Rs. 10/- each to Rs. 1100.00 Lacs divided into 1,10,00,000 Equity shares of Rs. 10 each.
25 th March, 2015	Increase in Authorized Share Capital of the Company from Rs. 1100.00 Lacs divided

DATE	AMENDMENT
	into 1,10,00,000 Equity Shares of Rs. 10/- each to Rs. 1800.00 Lacs divided into 1,80,00,000 Equity shares of Rs. 10 each.
25 th March, 2015	Addition of new Clause III (A) (2) and III (B) (4) in Object Clause and deletion of Other Object Clause in order to comply with section 4 (1) (c) & section 13 of Companies Act, 2013
25 th March, 2015	Change in liability Clause in order to comply with section 4 (1) (c) & section 13 of Companies Act, 2013

MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
April, 2008	Incorporation of the Company in the name and style of “Oyeeee Media Private Limited”
December, 2014	Conversion in to a Public Limited Company
February, 2015	Appointment of Mr. Raj Saluja as Managing Director
March, 2015	Appointment of Mr. Abhishek Awasthi as an Independent Director of the Company
April, 2015	Appointment of Ms. Vividha Kirti as an Independent Director of the Company

HOLDING COMPANY / SUBSIDIARY OF OUR COMPANY

Our Company has no holding company as on the date of filing of the Prospectus. There is no subsidiary of our Company as on the date of filing of the Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of the Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Prospectus.

COLLABORATION

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

STRATEGIC PARTNER

Our Company does not have any strategic partner as on the date of filing of the Prospectus.

FINANCIAL PARTNER

Our Company does not have any financial partner as on the date of filing of the Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has 792 (Seven Hundred Ninety Two) shareholders on date of the Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
Mr. Raj Saluja S/o. Mr. Harbans Lal Saluja Address: B-33, Dreamland CHS, IMP Lane, Bhabrekar Nagar, Ganesh Nagar, Kandivali (West), Mumbai-400 067, Maharashtra, India Occupation: Actor / Entrepreneur Nationality: Indian Tenure: Appointed for 3 years w.e.f. 25 th March, 2015 DIN: 07111214	34 Years	Managing Director	NIL
Mr. Prasanjit Gupta S/o. Mr. Krishna Gupta, Address: Flat No. 2404, A-Wing, Tower No. 60, Ektanaga Mahada, Kandivali (West), Mumbai-400 067, Maharashtra, India Occupation: Entrepreneur Nationality: Indian Tenure: Retire by rotation DIN: 07109349	34 Years	Non Executive Non Independent Director	NIL
Mr. Abhishek Awasthi S/o. Mr. Shriram Awasthi Address: B-2/501, Serenity Complex, Oshiwara, Andheri (West), Mumbai-400 102, Maharashtra, India Occupation: Actor Nationality: Indian Tenure: Appointed for 3 years w.e.f. 1 st April, 2015 DIN: 07081827	33 Years	Independent Director	NIL
Ms. Vividha Kirti D/o. Mr. Vikas Kirti Address: 123, DDA, LIG Flats, Pocket-3, Paschim Puri, Delhi-110 063, Delhi, India Occupation: Actor Nationality: Indian Tenure: Appointed for 3 years w.e.f. 30 th April, 2015 DIN: 07143398	27 Years	Independent Director	NIL

Note:

As on the date of the Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
3. None of the Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

DETAILS OF DIRECTORS

Mr. Raj Saluja, is Managing Director of our Company. He is an Actor / Dancer / Entrepreneur. He is a famous face in the Television Advertisement industry. He has over 11 years of experience in entertainment industry. He has started his venture namely ZEST4LIFE (Mumbai), which is a Multi-activity Institute situated in the heart of Mumbai. He also runs ASTRA DANCE INSTITUTE in Kolkata.

Over a period of time he has grown as an Actor, Performer, Dancer and now an Entrepreneur. Reality TV Shows like ZARA NACH KE DIKHA 2, Nach Lai ve and many more. He has also played in feature films like DHOKHA, TUM MILE, HAPPI.

He has also been part of various famous TV commercials like Sprite, Tata Sky, Flipkart, Bajaj discover and 100's more are in his profile.

He heads Oyeeee Media Limited as Managing Director and strive to establish ourselves in entertainment industry. He looks after day to day operations of our Company.

Mr. Prasanjit Gupta, is Non Executive Non Independent Director of our Company. He is a commerce graduate by qualification. He is known as Jeetu Gupta in the event management industry. He established his event management company called 'Bharat Entertainment' in 2004 in Kolkata and since then he has grown in leaps and bounds. He has worked for some of the biggest clients in India. He heads our event management vertical of our Company. Under his able guidance, we aim to establish ourselves in event management industry.

Mr. Abhishek Awasthi, is an Independent Director of the Company. An Actor and a dancer by profession, a self-made artist who started his career from a show called Cine Star Ki Khoj as a contestant.

He has been featured in various Dance and reality TV shows like Zara Nach Ke Dikha 2, Nach Baliye, and Nach Lai Ve. He also did various shows and television series like Jugni Chali Jalandhar on SAB TV, Chintu Chinki Aur Ek Badi Si Love Story on SAB TV and a new format of TV show called Tu Mere Agal Bagal Hai on SAB TV. As an independent director of our Company, he brings value addition to the Company.

Ms. Vividha Kirti, is an Independent Director of the Company. She is a well known actress in the Hindi Telly Industry. She is well known for her most renowned character "Ambika" in the most & longest TV Serial "UTTRAN" for COLORS TV Channel. She has done various TV Ad's for renowned products in India. She is having experience of over 4 years in the entertainment industry. She also manages her family business in Delhi. As an independent director of our Company, she brings value addition to the Company.

CONFIRMATIONS

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company, which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

None of the other directors are related to each other.

BORROWING POWERS OF THE DIRECTORS

Pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on 18th April, 2015 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 50 Crores.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Raj Saluja
Designation	Managing Director
Period	Appointed for three years with effect from 25 th March, 2015
Date of Appointment	Extraordinary General Meeting dated 25 th March, 2015
Remuneration	<p>a) Remuneration Basic Salary - Up to Rs. 1,00,000/- p.m.</p> <p>b) Perquisites</p> <ul style="list-style-type: none"> Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide. <p>c) Minimum Remuneration In the event of loss or in adequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31st March, 2015	NIL

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are being paid sitting fees of Rs. 10000 Per Board Meeting and the same fees is subject to revision at the discretion of Board of Directors.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Four (4) Directors. We have One (1) executive non-independent director, One (1) non executive non-independent directors and Two (2) independent non executive directors. The Chairman of the Board is Mr. Raj Saluja being Managing Director. The constitution of our Board is in compliance with the requirements of Clause 52 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Stakeholders relationship Committee
- C) Nomination and Remuneration Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 52 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 5th May, 2015.

The terms of reference of Audit Committee complies with the requirements of Clause 52 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Abhishek Awasthi is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Abhishek Awasthi	Chairman	Independent Director
2.	Ms. Vividha Kirti	Member	Independent Director
3.	Mr. Prasanjit Gupta	Member	Non Executive Non Independent Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and

- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary Company, if any.
23. Review the Vigil mechanism (whistle blowing) policy.
24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDERS RELATIONSHIP COMMITTEE / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a Stakeholders relationship Committee / investors grievance committee ("**Stakeholders relationship committee / Investors Grievance Committee**") to redress the complaints of the shareholders. The Stakeholders relationship Committee / Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 5th May, 2015. The committee currently comprises of three (3) Directors Ms. Vividha Kirti is the Chairman of the Stakeholders relationship Committee / Investors Grievance committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Vividha Kirti	Chairman	Independent Director
2.	Mr. Abhishek Awasthi	Member	Independent Director
3.	Mr. Raj Saluja	Member	Managing Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a nomination and remuneration committee ("**Nomination and Remuneration Committee**"). The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 30th June, 2015. The committee currently comprises of three (3) Directors. Mr. Abhishek Awasthi is the Chairman of the remuneration committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Abhishek Awasthi	Chairman	Independent Director
2.	Ms. Vividha Kirti	Member	Independent Director
3.	Mr. Prasanjit Gupta	Member	Non Executive Non Independent Director

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.

- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Shaila Ramesh Gholap is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Prospectus

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
RAJ SALUJA	1,50,000	1.38
PRASANJIT GUPTA	1,50,000	1.38

INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or

that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members and partners pursuant to this Issue.

PROPERTY INTEREST

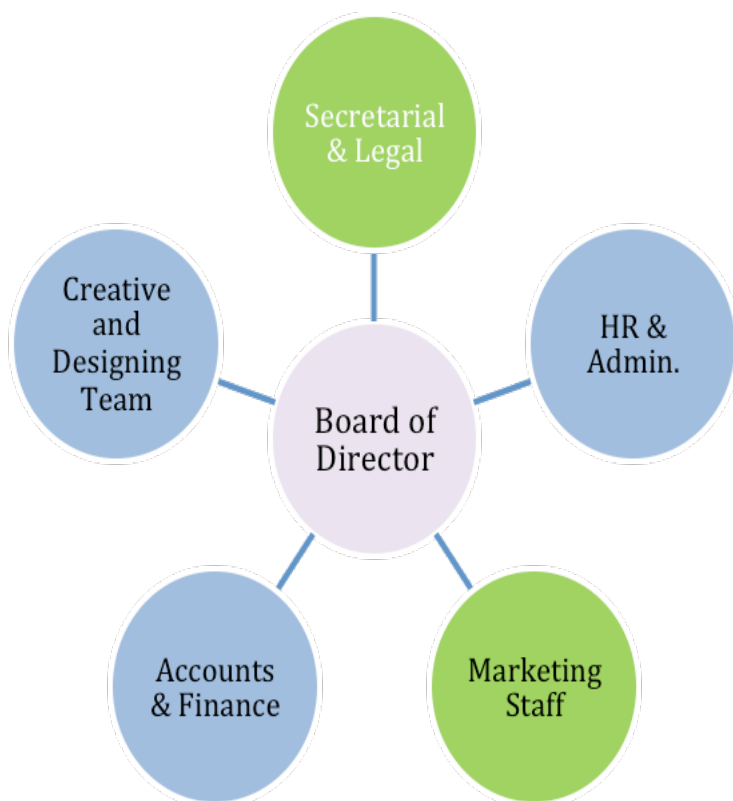
Except as disclosed in the section titled “Our Business” on page 72, our Directors do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE (3) YEARS

The changes in the Directors during last three (3) years are as follows:

Name	Date of Appointment	Date of Cessation	Reason
Mr. Narendra Kumar	22/07/2014	31/03/2015	Appointment & Change in designation to CFO
Mr. Shivsagar Mahanguram Kanojia	22/07/2014	31/03/2015	Appointment & Resignation
Mr. Abhishek Awasthi	05/02/2015	-	Appointment as Director
Mr. Raj Saluja	02/03/2015	-	Appointment as Director
Mr. Prasanjit Gupta	02/03/2015	-	Appointment as Director
Ms. Vividha Kirti	31/03/2015	-	Appointment as Director
Mr. Raju Lal Gour	-	28/02/2015	Resignation
Mr. Deepak Kasath	-	28/02/2015	Resignation

ORGANIZATION STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective fields.

Name	Date of Joining	Designation	Functional Responsibilities
Mr. Raj Saluja	25 th March, 2015	Managing Director	Looks after overall Business Activities
Mr. Prasanjit Gupta	25 th March, 2015	Non Executive Non Independent Director	To take care the event management operations of Company
Mr. Narendra Kumar	31 st March, 2015	Chief Financial Officer	All accounts and back office related work, payment and receipts, dealing with banks.
Ms. Shaila Ramesh Gholap	21 st January, 2015	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 2013.

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Mr. Raj Saluja, is Managing Director of our Company. He is an Actor / Dancer / Entrepreneur. He is a famous face in the Television Advertisement industry. He has over 11 years of experience in entertainment industry. He has started his venture namely ZEST4LIFE (Mumbai), which is a Multi-activity Institute situated in the heart of Mumbai. He also runs ASTRA DANCE INSTITUTE in Kolkata.

Over a period of time he has grown as an Actor, Performer, Dancer and now an Entrepreneur. Reality TV Shows like ZARA NACH KE DIKHA 2, Nach Lai ve and many more. He has also played in feature films like DHOKHA, TUM MILE, HAPPY.

He has also been part of various famous TV commercials like Sprite, Tata Sky, Flipkart, Bajaj discover and 100's more are in his profile.

He heads Oyeeee Media Limited as Managing Directors and strive to establish ourselves in entertainment industry. He looks after day-to-day operations of our Company.

Mr. Prasanjit Gupta, is Non Executive Non Independent Director of our Company. He is a commerce graduate by qualification. He is known as Jeetu Gupta in the event management industry. He established his event management company called 'Bharat Entertainment' in 2004 in Kolkata and since then he has grown in leaps and

bounds. He has worked for some of the biggest clients in India. He heads our event management vertical of our Company. Under his able guidance, we aim to establish ourselves in event management industry.

Mr. Narendra Kumar is designated as Chief Financial Officer of our Company. He is a Bachelor in Commerce and semi-qualified chartered accountant and having 3 years of experience in accounts finance and taxation aspects. He looks after finance and accounting operations of our Company.

Ms. Shaila Ramesh Gholap, Company Secretary & Compliance Officer of our Company. She is an associate member of Institute of Companies Secretaries of India. She is associated with our Company from January, 2015. Her scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act, 2013.

FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

As on date, none of the key managerial persons are having family relation with each other.

ALL OF KEY MANAGERIAL PERSONNEL ARE PERMANENT EMPLOYEE OF OUR COMPANY

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date, holding of key managerial personnel holds as on date of Prospectus is as under:

Name of the Key Managerial Personnel	No. of Equity Shares	Pre-Issue percentage Shareholding
RAJ SALUJA	1,50,000	1.38
PRASANJIT GUPTA	1,50,000	1.38

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against Key Managerial Personnel as on 31st March, 2015.

CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS

There are no changes in the Key Managerial Employees of the Issuer during the last three (3) years.

Name	Date of Appointment	Date of Cessation	Reason
Mr. Raj Saluja	25 th March, 2015	-	Appointment
Mr. Prasanjit Gupta	25 th March, 2015	-	Appointment
Mr. Narendra Kumar	31 st March, 2015	-	Change in designation to CFO from Managing Director
Ms. Shaila Ramesh Gholap	21 st January, 2015	-	Appointment

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

PRINCIPAL SHAREHOLDERS

Our Company is a professionally managed company and does not have any identifiable promoter (as defined under the SEBI Regulations).

Major shareholder

There is no shareholder who holds more than 10% Equity Shares of our Company.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 14 of restated financial statement under the section titled “*Financial Information*” on page 117 of the Prospectus.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company in the preceding five financial years.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

SECTION V - FINANCIAL INFORMATION

Financial Information of Our Company

Independent Auditors' Report

To,
The Board of Directors,
Oyeeee Media Limited
A-201, 2nd Floor,
Crystal Plaza, New Link Road,
Oshiwara Village, Andheri West,
Mumbai-400 053

Dear Sirs,

We have examined the Financial Information of Oyeeee Media Limited (the Company) described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of Clause (b) of subsection (1) of Section 26 of the companies Act 2013 ('the Act') read with Rule 4 (1) and (2) of The companies (prospectus and allotment of securities) Rules, 2014, The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on 26th August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors and Audit Committee of Board of Directors.

The Company has been incorporated on 16th April, 2008 and Audit for the financial year ended 31st March, 2011 and 2012 was conducted by M/s. Anjaria & Associates, Chartered Accountants and Audit for the financial year ended 31st March, 2013 and 2014 was conducted by M/s. Pawan Mandowara & Co., Chartered Accountants accordingly reliance has been placed on the financial information examined by them for the said year.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Oyeeee Media Limited, We, M/s. Agarwal & Mangal, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined:

- a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 (Annexure 1);
- b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 (Annexure 2);
- c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 (Annexure 3);
- d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2011, 2012, 2013, 2014 and 2015 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2011, 2012, 2013, 2014 and 2015 are as set out in Annexure 3 after making such material adjustments and regroupings;
- Adjustments for any material amounts in the respective financial years / period have been made to which they relate; and
- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.
- Adjustments in Financial Statements has been made in accordance with the correct accounting policies
- There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".
- There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".
- There are no audit qualifications in the "Restated Financial Statements".

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 6** to this report.
3. Capitalization Statement as at March 31, 2015 as set out in **Annexure 7** to this report.
4. Statement of Tax Shelters for the year ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 8** to this report.
5. Statement of Details of Trade Receivables for the year ended March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 9** to this report.
6. Statement of Details of Short Term Loans & Advances for the year ended March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 10** to this report.

7. Statement of Details of Current Investments of the Company for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 11** to this report.
8. Statement of Details of Current Liabilities & Provisions of the Company for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 12** to this report.
9. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 13** to this report.
10. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 2015 as set out in **Annexure 14** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 14 of this report have been prepared in accordance with Clause (b) of subsection (1) of Section 26 of the companies Act 2013 ('the Act') read with Rule 4 (1) and (2) of The companies (prospectus and allotment of securities) Rules, 2014, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Agarwal & Mangal .
Chartered Accountants
Firm Registration No.- 100061W
Sd/-
Vinit Mangal
M. No. 146912
Partner

Place: Mumbai
Date: 25th May, 2015

ANNEXURE-01

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Equity & Liabilities					
Shareholders' Funds					
Share Capital	1,083.90	212.40	23.60	23.60	23.60
Reserve & Surplus	28.75	8.99	203.10	203.11	203.35
Total (A)	1,112.65	221.39	226.70	226.71	226.95
Non Current Liabilities					
Share Application Money	-	-	-	-	-
Long Term Borrowings	-	-	-	-	-
Deferred Tax Liabilities (Net)	0.35	-	-	-	-
Total (B)	0.35	-	-	-	-
Current Liabilities					
Short Term Borrowings	-	41.10	-	-	-
Trade Payables	-	-	-	-	9.82
Other Current Liabilities	58.17	6.67	0.03	0.03	0.03
Short Term Provisions	12.68	0.64	0.04	-	0.04
Total (C)	70.85	48.41	0.07	0.03	9.89
Total (D=A+B+C)	1,183.85	269.80	226.77	226.74	236.84
Assets					
Fixed Assets:					
Tangible Assets	6.30	-	-	-	-
Intangible Assets	-	-	-	-	-
Long Term Loans & Advances	-	-	-	-	-
Non Current Investments	-	-	-	-	-
Other Non Current Assets	3.91	0.43	0.53	0.63	0.06
Total (E)	10.21	0.43	0.53	0.63	0.06
Current Assets					
Current Investments	-	1.53	1.53	94.00	105.38
Inventories	20.00	-	-	-	-
Trade Receivables	-	0.22	90.65	-	-
Cash & Bank Balances	105.98	5.07	3.06	1.11	0.40
Short Term Loans & Advances	1,047.66	262.55	131.00	131.00	131.00
Other Current Assets	-	-	-	-	-
Total (F)	1,173.64	269.37	226.24	226.11	236.78
Total (G=E+F)	1,183.85	269.80	226.77	226.74	236.84

ANNEXURE-02

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Income					
Operational Revenue	83.28	7.50	-	-	-
Other Income	18.12	-	0.67	0.37	0.39
Total	101.40	7.50	0.67	0.37	0.39
Expenditure					
Purchases	20.00	-	-	-	-
Decrease / (Increase) in Inventories	(20.00)	-			
Employees Costs	15.07	1.05	0.28	0.24	0.06
Operative, Administrative & Selling Expenses	45.36	4.42	0.27	0.27	0.18
Total	60.43	5.47	0.55	0.51	0.24
Profit before Depreciation, Interest and Tax	40.97	2.03	0.12	(0.14)	0.15
Depreciation	0.86	-	-	-	-
Preliminary Expenses Written Off	-	0.09	0.09	0.09	0.03
Profit before Interest & Tax	40.11	1.94	0.03	(0.23)	0.12
Interest & Finance Charges		-	-	-	-
Net Profit before Tax	40.11	1.94	0.03	(0.23)	0.12
Less: Provision for Taxes:					
Current Tax	12.04	0.60	0.04	-	0.04
Deferred Tax	0.35	-	-	-	-
Net Profit After Tax & Before Extraordinary Items	27.72	1.34	(0.01)	(0.23)	0.08
Extra Ordinary Items (Net of Tax)	-	-	-	-	-
Net Profit	27.72	1.34	(0.01)	(0.23)	0.08

ANNEXURE-03

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before taxes	40.11	1.94	0.03	(0.23)	0.12
Adjustment for:					
Add: Depreciation	0.86	-	-	-	-
Add: Preliminary Expenses Written Off	-	0.09	0.09	0.09	0.03
Less: Interest Income	(18.12)	-	-	-	-
Less: Income on sale of Investments	-	-	(0.67)	(0.37)	(0.39)
Operating Profit before Working capital changes	22.85	2.03	(0.55)	(0.51)	(0.24)
Adjustments for:					
Decrease (Increase) in Trade & Other Receivables	0.22	90.43	(90.65)	-	-
Decrease (Increase) in Inventories	(20.00)	-	-	-	-
Decrease (Increase) in Short Term Loans & Advances	(785.11)	(131.55)	-	-	(123.75)
Increase (Decrease) in Trade Payables	-	-	-	(9.82)	9.82
Increase (Decrease) in Other Current Liabilities	51.50	-	-	-	-
Net Changes in Working Capital	(753.39)	(41.12)	(90.65)	(9.82)	(113.93)
Cash Generated from Operations	(730.54)	(39.09)	(91.20)	(10.33)	(114.17)
Taxes	0.00	-	-	(0.04)	-
Net Cash Flow from Operating Activities (A)	(730.54)	(39.09)	(91.20)	(10.37)	(114.17)
CASH FLOW FROM INVESTING ACTIVITIES					
Sale / (Purchase) of Fixed Assets	(7.16)	-	-	-	-
Interest Income	18.12	-	-	-	-
Decrease (Increase) in Investments	1.53	-	93.14	11.75	(104.99)
Net Cash Flow from Investing Activities (B)	12.49	-	93.14	11.75	(104.99)
CASH FLOW FROM FINANCING ACTIVITIES					
Issue of share capital	871.50	-	-	-	226.00
Proceeds / (Refund) from Share Application Money	-	-	-	-	(37.08)
Preliminary Expenses Incurred	(11.44)	0.01	0.01	(0.67)	-
Increase / (Repayment) of Long Term Borrowings	-	-	-	-	-
Increase / (Repayment) of Short Term Borrowings	(41.10)	41.10	-	-	-
Net Cash Flow from Financing Activities (C)	818.96	41.11	0.01	(0.67)	188.92
Net Increase / (Decrease) in Cash & Cash Equivalents	100.92	2.02	1.95	0.71	(30.24)
Cash and cash equivalents at the beginning of the year / Period	5.07	3.06	1.11	0.40	30.64
Cash and cash equivalents at the end of the year/ Period	105.98	5.07	3.06	1.11	0.40

Annexure-04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements

The Financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies Act, 2013. The financial statements have been prepared on an accrual basis under the historical cost convention. The Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with SEBI Regulations.

2. Summary of Significant Accounting Policies

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle another criteria as set out in revised schedule VI to the nature of the services and there realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3. Depreciation on Tangible Fixed Assets

Depreciation on fixed assets is calculated on written down value using the rates arrived at based on those prescribed under schedule-II of the Companies Act, 2013.

4. Investments

Investments are sold at First in First Out method.

5. Inventories

Inventories are sold at First in First Out Method and Closing Stock has been valued at cost or market value whichever is less.

6. Revenue Recognition

Revenue is recognized to the extent that it is probability that the economic benefits will flow to the company and the revenue can be reliably measured. The Following specific criteria must also be met before revenue is recognized.

a. Operative Income

Income arising from sale of services has been recognized when performance awarded with respect to service has been completed.

b. Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

c. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest Income is included under the head "Other Income" in the statement of Profit and Loss.

7. Retirement and Other Employee Benefits

Retirement benefits are accounted for as and when paid.

8. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize any contingent liability but discloses its existence in the financial statements.

9. Cash Flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

10. Segment Information

The Company operates in one segment. Hence, Segment reporting as per As-17 is not required in our case.

11. Earning Per Shares

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

12. Income Taxes

Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax act -1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable Timing Differences. Deferred tax Assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

B. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS COVERED IN THE FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

C. NOTES ON RESTATED FINANCIAL STATEMENTS

NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

Financial Year ended	(Rs. in Lacs)				
	March, 31st 2015	March, 31st 2014	March, 31st 2013	March, 31st 2012	March, 31st 2011
Profit after tax as per Audited Statement of Account (A)	27.72	1.34	(0.01)	(0.23)	0.08
Adjustments*	-	-	-	-	-
Profit after tax as per Restated Profit & Loss (A)	27.72	1.34	(0.01)	(0.23)	0.08

*There are no significant items, which needs to be adjusted.

D. OTHER NOTES

General

1. The Company has been incorporated as “Oyeeee Media Private Limited” on 16th April, 2008.

2. Contingent liabilities

There are no Contingent Liabilities during the reported period.

3. Details of Deferred Tax assets and liabilities:

In view of the Accounting Standard 22 issued by Institute of Chartered Accountants of India, the significant component and classification of deferred tax liability/asset because of timing difference comprises of the following:

(Rs. in Lacs)	
Particulars	31.03.15
On account of Difference between book and Tax Depreciation	0.35
On Account of timing difference in recognition of expenditures	-
Deferred Tax Liability / (Asset)	0.35

4. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has not received any information from its creditors identifying themselves as MSME.

5. Segment Reporting

The company operates only in one reportable business segment i.e. in the business of media & entertainment. Hence there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

6. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
7. Earnings per Share
The details of Earnings Per Share as per AS-20 are provided in Annexure 06.
8. Related Party Transactions:
The details of Related Party Transactions as per AS-18 are provided in Annexure 14.
9. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

Annexure- 05

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Profit / (Loss) Brought Forward	1.05	(0.29)	(0.28)	(0.05)	(0.13)
Add: Profit / (Loss) for the Year	27.72	1.34	(0.01)	(0.23)	0.08
Profit / (Loss) Carried Forward (A)	28.77	1.05	(0.29)	(0.28)	(0.05)
Securities Premium Brought Forward	7.96	203.40	203.40	203.40	-
Add: Premium on Shares Issued	-	-	-	-	203.40
Less: Bonus Issue out of Securities Premium	-	188.80	-	-	-
Less: Utilised for Amortisation of Preliminary Expenses	7.96	6.64	-	-	-
Securities Premium Carried Forward (B)	-	7.96	203.40	203.40	203.40
Reserves & Surplus (A+B)	28.77	8.99	203.11	203.12	203.35

Annexure- 06

STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lacs, except per share data)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Net Worth (A)	1,108.74	220.96	226.17	226.08	226.89
Net Profit after Tax (B)	27.72	1.34	(0.01)	(0.23)	0.08
No. of Shares outstanding at the end [F.V Rs.10] (C)	1,08,39,000	21,24,000	2,36,000	2,36,000	2,36,000
Weighted average number of shares outstanding Pre Bonus [F.V Rs.10] (D)	29,80,479	2,36,000	2,36,000	2,36,000	10,619
Bonus Shares (E)	18,88,000	18,88,000	18,88,000	18,88,000	18,88,000
Weighted average number of shares outstanding Post Bonus [F.V Rs.10] (F)	48,68,479	21,24,000	21,24,000	21,24,000	18,98,619
Earnings per Share (EPS) (B / F) (Rs.)	0.57	0.06	-	(0.01)	-
Return on Net Worth (B / A)	2.50%	0.61%	0.00%	(0.10)%	0.04%
Net Assets Value per Share (A / F)	22.77	10.40	10.65	10.64	11.95

Definitions of key ratios:

I. **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as

issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue after the Balance Sheet date but before the date on which the Financial Statements are approved by the Board of Directors', the per share calculations for those Financial statements and any prior period Financial Statements presented are based on the new no. of shares. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. Return on Net Worth (%): Net Profit after tax / Net worth as at the end of the year / period

III. Net Asset Value (Rs.): Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure -07

CAPITALIZATION STATEMENT

(Rs. In Lacs)

Particulars	Pre-issue as at 31.03.2015	Post Issue *
Borrowing		
Short - Term Debt	-	
Long - Term Debt	-	
Total Debt	-	
Shareholders' Funds		
Share Capital		
- Equity	1083.90	
Less: Calls - in - arrears	-	
- Preference	-	
Reserves & Surplus	28.77	
Less: Miscellaneous Expenditure not written off	3.91	
Total Shareholders Funds	1108.76	
Long - Term Debt / Shareholders Fund	---	
Short - Term Debt / Shareholders Fund	---	

* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

Annexure- 08

STATEMENT OF TAX SHELTERS

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Profit before tax as per Restated P/L	40.11	1.94	0.03	(0.23)	0.12
Applicable Corporate Tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	12.39	0.60	0.01	(0.07)	0.04
Adjustments					
Difference between Tax and Book Depreciation	1.14	-	-	-	-
Net Adjustments	1.14	-	-	-	-
Tax Saving thereon	0.35	-	-	-	-
Tax Saving to the extent of Tax at Notional Rate	0.35	-	-	-	-
Tax Payable [A]	12.04	0.60	0.01	-	0.04
Tax Payable on items chargeable at special rates [B]	-	-	-	-	-
Total Tax Payable [C=A+B]	12.04	0.60	0.01	-	0.04
Tax Rebates [D]	-	-	-	-	-
Net Tax Payable [E=C-D]	12.04	0.60	0.01	-	0.04

Annexure - 09

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
(A) Unsecured, Considered good outstanding for a period less than six months					
Others	-	-	-	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-
(B) Unsecured, Considered good outstanding for a period more than six months					
Others	-	0.22	90.65	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-
Total	-	0.22	90.65	-	-

Annexure - 10

STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Advance Recoverable in cash or kind	708.01	262.55	131.00	131.00	131.00
Trade Advances	326.98	-	-	-	-
Deposits	5.19	-	-	-	-
TDS	7.48	-	-	-	-
Total	1,047.66	262.55	131.00	131.00	131.00

Annexure - 11

STATEMENT OF DETAILS OF CURRENT INVESTMENTS

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Investment in Debt Fund	-	-	-	-	-
Investment in Equity Instruments	-	1.53	1.53	94.00	105.38
Total	-	1.53	1.53	94.00	105.38

Annexure - 12

STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Current Liabilities					
Sundry Creditors					
Due for Goods & Services	-	-	-	-	9.82
Others	-	-	-	-	-
Sub Total (A)	-	-	-	-	9.82
Other Current Liabilities					
Salary Payable	7.90	-	-	-	-
Auditors Remuneration Payable	0.10	0.03	0.03	0.03	0.03
Professional Fees Payable	22.52	-	-	-	-
Expenses Payable	6.00	-	-	-	-
Preliminary Expenses Payable	6.90	6.64	-	-	-
Statutory Dues:-					
Service Tax Payable	10.21	-	0.00	-	-
Profession Tax Payable	0.24	-	-	-	-
TDS Payable	4.55	-	-	-	-
Sub Total (B)	58.17	6.67	0.03	0.03	0.03
Provisions					
Provision for Taxation	12.68	0.64	0.04	-	0.04
Sub Total (B)	12.68	0.64	0.04	-	0.04
Total (A+B+C)	70.85	7.31	0.07	0.03	9.89

Annexure - 13

STATEMENT OF DETAILS OF OTHER INCOME

(Rs. In Lacs)

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Interest Income	18.12	-	-	-	-
Capital Gain on Sale of Investments	-	-	0.67	0.37	0.39
Total	18.12	-	0.67	0.37	0.39

Annexure - 14

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS
(Rs. In Lacs)

Particulars	Name of Transacting Party	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
REVENUE ITEMS :						
Remuneration	Narendra Kumar	1.00	-	-	-	-
Sitting Fees	Abhishek Awasthi	0.40	-	-	-	-
NON REVENUE ITEMS :						
Loan Given	---	-	-	-	-	-
Loan Taken	---	-	-	-	-	-

MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2011, 2012, 2013, 2014, and 2015 in the chapter titled "Financial Information" on page 104 of the Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

Industry Overview

Media and Entertainment Industry

The Indian media and entertainment industry is a vibrant and evolving space, exercising influence on a large populace. The various segments under the media and entertainment industry include:

- ❖ Television
- ❖ Newspapers
- ❖ Films
- ❖ Radio
- ❖ Digital (Internet & Mobile)
- ❖ Music
- ❖ Outdoor

Steady industry growth in the past driven by multiple segments

The media and entertainment industry in India has witnessed a steady growth trajectory over the last five years.

Revenues between 2009 and 2014 are estimated to have increased at a 10% CAGR, aided by continuous expansion in the reach of the various media segments, steady growth in the largest media segments, i.e. television and print, and emergence and rapid expansion of new segments such as digital.

While television and print (primarily newspapers) accounted for majority of the media industry's revenues, the share of segments such as films, radio and digital rose at a steady pace.

The digital segment (though starting off from a low base) is estimated to have the highest growth rate over the last five-year period at over 35%, aided by the rising acceptance of the medium from corporates and advertisers, a continuous increase in the quantum of data consumed and the rising penetration of smartphones. This would be followed by growth in radio as a medium (again from a low base), followed by the two largest media, i.e. television and newspapers.

Media and entertainment - industry revenues

(Rs. billion)	2009	2010	2011	2012	2013	2014E	CAGR	Share of revenues - 2014
Television	282	320	352	383	423	474	11%	51%
Newspapers	141	159	169	183	198	220	9%	24%
Films	106	100	103	118	127	138	5%	15%
Radio	9	11	13	14	15	17	13%	2%
Digital	6	10	13	17	21	28	37%	3%
Others *	32	36	38	40	44	48	9%	5%
Total	576	636	689	754	828	924	10%	100%

E: Estimated

* Others includes revenues from outdoor advertising and magazines

Source: CRISIL Research

Move to digital media, and rising penetration to propel industry

Between 2014 and 2019, the industry's revenues are forecast to grow at a 13% CAGR to over ₹1.7 trillion. During the next five years, the digital segment is expected to record its sharpest growth rate of over a 26% CAGR, aided by rising acceptance of the medium from corporates and advertisers, continuous increase in the quantum of data consumed and rising penetration of smartphones.

Business Overview

We are incorporated in Mumbai as "Oyeeee Media Private Limited" as on 16th April 2008 as a private limited company under the provisions of Companies Act 1956. It is registered in Registrar of Companies, Mumbai Maharashtra. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Oyeeee Media Limited" vide fresh certificate of incorporation dated 1st December, 2014 issued by the Registrar of Companies, Maharashtra.

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of Film/TV Management services, Event Management, Artist Management and Celebrity Management services in Mumbai. We also aim at achieving greater and long-term growth.

We offer fully customised solutions that give shape to our clients' special preferences, their needs and vision for the program.

We are a full-fledged media house, wherein we design and deliver premium solutions for world's leading companies and individual clients. Our solution certainly plays a decisive role in getting the attention that our client's brand deserves in their niche market.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events at national and international levels to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

We lead a very creative and enthusiastic team of talented youngsters. They are meticulous planner and an excellent organizer who are totally committed and focused.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in Customer Service and Support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into Television Serials. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS

Our results of operations could potentially be affected by the following factors amongst others:

- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Media and Entertainment Industry;
- Economic, Income and Demographic condition in India
- Changes in laws and regulations that apply to Industry in which we operate;
- Any change in the tax laws granting incentives to Industry in which we operate.
- Interest Rates

DISCUSSION ON THE RESULTS OF OPERATIONS

The following discussion on the financial operations and performance is based on our restated financial statements for the FY 2011-2012, 2012-13, 2013-2014 and 2014-15. The same should be read in conjunction with the restated audited financial results of our Company for the years ended March 31, 2012, 2013, 2014 and 2015.

Analysis on Results of Operation

Considering the various Key factors affecting our income and expenditure, our results of operations may vary from period to period. The following table sets forth certain information with respect to our results of operations for the periods indicated read together with notes to accounts, accounting policies and auditor's report as appearing in this Prospectus.

(Rs. In Lacs)				
Particulars	31.13.15	31.03.14	31.03.13	31.03.12
Income:-				
Operational Revenue	83.29	7.50	-	-
<i>Increase/ (Decrease) (%)</i>	1,010.53	---	---	---
Other Income	18.12	-	0.67	0.37
<i>Increase/ (Decrease) (%)</i>	---	---	81.08	---
Expenditure:-				
Purchases	20.00	-	-	-
<i>Increase/ (Decrease) (%)</i>	---	---	---	---
Decrease/ (Increase) in Stock in Trade	(20.00)	-	-	-
Employees Expenses	15.07	1.05	0.28	0.24
<i>Increase/ (Decrease) (%)</i>	1,335.24	275.00	16.67	---
Operative, Administrative & Selling Expenses	45.36	4.42	0.27	0.27
<i>Increase/ (Decrease) (%)</i>	926.24	1537.04	-	---
Profit before Depreciation, Interest and Tax	40.97	2.03	0.12	(0.14)
<i>Increase/ (Decrease) (%)</i>	1,918.23	1591.67	(185.71)	---
Profit before Interest & Tax	40.11	1.94	0.03	(0.23)
<i>Increase/ (Decrease) (%)</i>	1,967.53	6366.67	(113.04)	---
Interest & Finance Charges	-	-	-	-
Net Profit before Tax	40.11	1.94	0.03	(0.23)
<i>Increase/ (Decrease) (%)</i>	1,967.53	6366.67	-	-
Net Profit After Tax	27.72	1.34	(0.01)	(0.23)
<i>Increase/ (Decrease) (%)</i>	1,968.66	---	---	---

COMPARISON OF FINANCIAL YEAR ENDED 31st MARCH, 2015 WITH FINANCIAL YEAR ENDED 31st MARCH, 2014

Income: Our Operational Revenue for the financial year ended 31st March, 2015 was at Rs. 83.29 Lacs as against the total of Rs. 7.50 Lacs for the fiscal year 2014 with an increase of 1010.53% and such increase was attributed to rise in our operations as in the fiscal 2015 we could make a footprint in media and entertainment operations. Our Other Income for the financial year ended 31st March, 2015 was at Rs. 18.12 Lacs as against Rs. Nil for the fiscal year 2014.

Expenditure: Purchases have increased from Rs. Nil in fiscal 2014 to Rs. 20.00 Lacs in fiscal 2015. Personnel Expenses have registered an increase of 1335.24% at Rs. 15.07 Lacs in fiscal 2015 as compared to Rs. 1.05 Lacs in fiscal 2014. Operative, Administrative & Selling Expenses have increased by 926.24% in Fiscal 2015 at Rs. 45.36 Lacs as compared to Rs. 4.42 Lacs in fiscal 2014. The expenses have increased in symmetry of rise of operations.

Profits after Taxes (PAT): PAT of Company has recorded a jump of 1968.66% at Rs. 27.72 Lacs for fiscal 2015 as against Rs. 1.34 Lacs for fiscal 2014 due to higher base of revenue.

COMPARISON OF FINANCIAL YEAR ENDED 31st MARCH, 2014 WITH FINANCIAL YEAR ENDED 31st MARCH, 2013

Income: Our Operational Revenue for the financial year ended 31st March, 2014 was at Rs. 7.50 Lacs as against the total of Rs. Nil for the fiscal year 2013 and our Other Income for the financial year ended 31st March, 2014 was at Rs. Nil as against the total of Rs. 0.67 Lacs for the fiscal year 2013.

Expenditure: Personnel Expenses have registered increase of 275% at Rs. 1.05 Lacs in fiscal 2014 as compared to Rs. 0.28 Lacs in fiscal 2013. Operative, Administrative & Selling Expenses have increased by 1537.04% in Fiscal 2014 at Rs. 4.42 Lacs as compared to Rs. 0.27 Lacs in fiscal 2013. The expenses have increased as we have commenced our full-fledged operations in fiscal 2014.

Profits after Taxes (PAT): PAT of Company has recorded an increase and stood at Rs. 1.34 Lacs for fiscal 2014 as against loss of Rs. 0.01 Lacs for fiscal 2013.

COMPARISON OF FINANCIAL YEAR ENDED 31st MARCH, 2013 WITH FINANCIAL YEAR ENDED 31st MARCH, 2012

Income: Our Total Income for the financial year ended 31st March, 2013 was Rs. 0.67 Lacs as against Rs. 0.37 for the fiscal 2012 because the Company did not commence its operations during the fiscal 2013 and 2012.

Expenditure: Personnel Expenses have registered increase of 16.67% at Rs. 0.28 Lacs in fiscal 2013 as compared to Rs. 0.24 Lacs in fiscal 2012. Operative, Administrative & Selling Expenses stood at Rs. 0.27 Lacs in fiscal 2013 and 2012.

Profits after Taxes (PAT): Profits of Company has recorded a loss of Rs. 0.01 Lacs for fiscal 2013 as against loss Rs. 0.23 Lacs for fiscal 2012.

Other Information required as per SEBI Regulations

- ***Unusual or infrequent events or transactions***

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

- ***Significant economic changes that materially affected or are likely to affect income from continuing operations***

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global economic conditions could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- ***Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.***

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, Increase in the cost of services in which the Company deals, will affect the profitability of the Company. Further, the Company may not able to pass on the increase in prices of the services to its customers in full and this can be offset through cost reduction.

- ***The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices***

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

- ***Total turnover of each major industry segment in which the Company operated***

The Company operates only one business segment in context of accounting standards 17 on Segment Reporting issued by ICAI i.e. Media & Entertainment Operations. The company is not operating in any of the geographical segment.

- ***Status of any publicly announced New Products or Business Segment***

The Company has not announced any new products or business segment.

- ***The extent to which our Company's business is seasonal***

Our Company's business is not seasonal in nature.

- ***Any significant dependence on a single or few suppliers or customers***

We are not under threat of dependence from any single supplier or customer.

- ***Competitive conditions***

The media and entertainment industry captures a wide variety of companies that serve to provide products and services that keep the everyday consumer engaged. There are a number of segments within the industry, each of which provides a different form of entertainment to consumers around the world. Thus, M&E market is highly competitive and fragmented, and we face competition from leading Media Houses, that are expanding their traditional offerings (in India) to include research and development (R&D), product development, and other niche services. We compete with our competitors on a regional or product line basis. Some of our competitors may have greater financial, marketing, sales and other resources than we do. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. We propose to create awareness of our services by participating in award functions, fairs, conferences, etc. Moreover, as we seek to diversify into new geographical areas, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets.

FINANCIAL INDEBTEDNESS

There are no outstanding loans obtained by our Company. Our Company undertakes to state that it has no pending or outstanding obligations to any bank or financial institution in relation to any loans availed by our Company in the past.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company and our Directors and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded) and no disciplinary action has been taken by SEBI or any stock exchanges against our Directors or our Management.

I. CASES FILED BY OUR COMPANY

Civil Cases

There are no civil proceedings filed by our Company.

Criminal Cases

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

IV. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

(i) Proceedings of Civil nature

(a) By the Directors of our Company

NIL

(b) Against the Directors of our Company

NIL

(ii) Proceedings of a Criminal nature-

(a) By the Directors of our Company

NIL

(b) Against the Directors of our Company

NIL

MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

GOVERNMENT & OTHER APPROVALS

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Prospectus.

APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 16th March, 2015 authorized the Issue.
2. The shareholders of our Company have, pursuant to a resolution 18th April, 2015 authorized the Issue.

INCORPORATION DETAILS

1. Certificate of Incorporation dated 16th April, 2008 issued by Registrar of Companies, Mumbai, Maharashtra, in the name of Oyeeee Media Private Limited.
2. Fresh Certificate of Incorporation dated 1st December, 2014 issued by Registrar of Companies, Mumbai, Maharashtra, consequent upon change in the name to Oyeeee Media Limited.
3. The Company Identification Number (CIN) is U22300MH2008PLC181234

CORPORATE APPROVALS OF OUR COMPANY

1. Permanent Account Number (AABCO0322K) under the Income Tax Act, 1961.
2. Tax Deduction Account Number (MUMO06544G) under the Income Tax Act, 1961.
3. Service Tax Registration Number (AABCO0322KSD002) issued by Central Board of Excise & Customs
4. ISIN Number is INE365S01011
5. Shop & Establishment Registration Number (760440260) under the Maharashtra Shops & Establishment Act, 1948.
6. Profession Tax Enrollment No. 99322202909P & 27285287070P issued by Professional Tax Officer, Maharashtra.
7. Enrollment No. 14954 with Indian Motion Pictures Producers Association (IMPAA).

PENDING APPROVALS

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The shareholders of Oyeeee Media Limited had approved the present Issue by a special resolution in accordance with Section 62 (1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on 18th April, 2015.

Our Board has approved this Prospectus at its meeting held on 4th August, 2015.

We have received approval from BSE vide letter dated 23rd July, 2015 to use the name of BSE in this offer document for listing of our Equity Shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

PROHIBITION BY SEBI

The Company, its Directors or any of the Company's Associates or Group Companies and companies with which the Directors of the Company are associated as Directors or Promoters, or Directors or Promoters in control of, of the promoting Company, are currently not prohibited from accessing or operating in the capital market under any order or direction passed by SEBI.

PROHIBITION BY RBI

Our Company, Group Concerns and Associate Companies have not been identified as willful defaulters by the RBI or any other government authorities.

ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital exceeds ten crores rupees but do not exceed twenty five crores rupees shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises of ICDR regulations. (In this case being the "SME Platform of BSE").

We confirm that:

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to "General Information - Underwriting" on page 31 of this Prospectus.

b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

For further details of the arrangement of market making please refer to “General Information - Details of the Market Making Arrangements for this Issue” on page 31 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

BSE ELIGIBILITY NORMS: ([www. http://www.bsesme.com/aboutpublicissue.aspx](http://www.bsesme.com/aboutpublicissue.aspx))

1. Net Tangible assets of at least Rs. 3 crores as per the latest audited financial results

Our Company has Net Tangible Assets of Rs. 1109.09 Lacs, which is in excess of Rs. 3 Crores as per the latest audited annual financial results. Our Net Tangible Assets as on 31st March, 2015 are disclosed as under:

(Rs. Lacs)	
Particulars	31.03.2015
Fixed Assets- Net Block	6.30
<i>Current Assets, Loans and Advances:</i>	
Receivables	-
Inventories	20.00
Cash & Bank Balances	105.98
Short Terms Loans & Advances	1,047.66
Other Current Assets	-
Total Assets (A)	1179.94
<i>Less: Current Liabilities & Provisions:</i>	
Short Term Borrowings	-
Trade Payables	-
Other Current Liabilities	58.17
Short Term Provisions	12.68
Total Current Liabilities & Provisions (B)	70.85
Net Tangible Assets (A-B)	1109.09

Net tangible assets are defined as sum of Fixed Assets (including capital work in progress and excluding revaluation reserve), trade investments and current assets (excluding deferred tax assets and intangible assets as defined in AS-26 issued by ICAI) less current liabilities & Provisions.

2. Net worth (excluding revaluation reserves) of at least Rs. 3 crores as per the latest audited financial results

Our Company satisfies the above criteria. Our Net Worth as per the restated audited financial statements as on 31st March, 2015 is as under:

(Rs. Lacs)	
Particulars	31.03.2015
Share Capital	1,083.90
<i>Add: Reserves & Surplus</i>	28.75
<i>Less: Preliminary Expenses to the extent written off</i>	3.91

Particulars	31.03.2015
Net Worth	1,108.74

Net worth includes Equity Share Capital and Reserves, (Net of Miscellaneous Expenditure not written off, if any.)

3. **Track record of distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 5 Crores.**

Our Company has distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013 , as detailed below:

(Rs. In Lacs)			
Particulars	31.03.15	31.03.14	31.03.13
Net Profit	27.72	1.34	(0.01)

In addition to that, we have net worth of Rs. 1108.74 Lacs as on 31st March, 2015.

4. Other Requirements

- The post-issue paid up capital of the company shall be at least Rs. 3 crores.**
As on the date of Prospectus i.e. 4th August, 2015, Our Company has a paid up capital of Rs. 1083.90 Lacs, and the Post Issue Capital would be Rs. 1481.40 Lacs which is in excess of Rs. 3 crores.
- The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**
Our Company has entered into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode.
- Companies shall mandatorily have a website**

The company has a live and operational website: www.oyeeemedia.com

5. Certificate from the applicant company / promoting companies stating the following:

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).**

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- There is no winding up petition against the company that has been accepted by a court.**

There is no winding up petition against our Company that has been accepted by a court or liquidator has not been appointed.

- There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.**

There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment. Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, FIRST OVERSEAS CAPITAL LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, FIRST OVERSEAS CAPITAL LIMITED HAS FURNISHED, A DUE DILIGENCE CERTIFICATE DATED MAY 30, 2015 WHICH READS AS FOLLOWS:

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AND ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - (C) THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.
- 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.

- 6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
- 7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE.
- 8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
- 9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.
- 10) WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.
- 11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- 12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
- 13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
- 14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.

- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
- 16) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.
- 17) THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.- NOTED
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.-NOTED
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. - NOT APPLICABLE
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.
- (7) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. - NOT APPLICABLE

DISCLAIMER CLAUSE OF BSE

BSE Limited (“BSE”) has given vide its letter dated [●], permission to this Company to use its name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. Warrant that this company’s securities will be listed or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this Company, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

For details regarding the track record of the Lead Manager to the Issue, please refer to the website of the Lead Manager: www.focl.in

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Issue Management entered into among the Lead Manager and our Company dated 28th May, 2015, the Underwriting Agreement 28th May, 2015 entered into among the Underwriters and our Company and the Market Making Agreement dated 28th May, 2015 entered into among the Lead Manager, Market Maker and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers or elsewhere.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India {including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds}. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

FILING

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the Corporate Finance Department, Plot No. C-4A, “G” Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051. A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be delivered to the ROC situated at 100, Everest, Marine Drive, Mumbai - 400 002.

LISTING

Application shall be made to BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the SME Platform of BSE. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

The BSE has given its approval for listing our shares vide its letter dated 23rd July, 2015. If the permission to deal in and for an official quotation of the Equity Shares is not granted by the SME Platform of BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay

such application money, with interest at the rate of 15% *per annum* on application money, as prescribed under Section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 12 Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer and the Statutory & Peer Review Auditors and (b) the Lead Manager, Market Makers, Underwriters, Bankers to the Issue, Registrar to the Issue, the Legal Advisors to the Issue, to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Agarwal & Mangal, Chartered Accountants, the Auditors of the Company have agreed to provide their written consent to include its report on statement of fund deployed as on 15th May, 2015 dated 25th May, 2015 and statement of tax benefits dated 25th May, 2015 relating to the possible tax benefits as applicable. M/s. Agarwal & Mangal, Peer Review Auditors have agreed to provide their written consent to include their report dated 25th May, 2015 on restated financial statements, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

EXPERT OPINION

The Company has not obtained any opinions from an expert as per the Companies Act.

PUBLIC ISSUE EXPENSES

The Management estimates an expense of Rs. 40.00 Lacs towards Issue expense. The expenses of this Issue include, among others, underwriting and management fees, market making fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses are as follows:

Particulars	Amount (Rs. in Lacs)
Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	30.00
Printing & Stationery, Distribution, Postage, etc	2.00
Advertisement & Marketing Expenses	2.00
Regulatory & other expenses	3.00
Miscellaneous Expenses	3.00
Total	40.00

DETAILS OF FEES PAYABLE

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	30.00	75.00	1.88

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Printing & Stationery, Distribution, Postage, etc	2.00	5.00	0.13
Advertisement & Marketing Expenses	2.00	5.00	0.13
Regulatory & other expenses	3.00	7.50	0.19
Miscellaneous Expenses	3.00	7.50	0.19
Total	40.00	100.00	2.52

FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letters from our Company and Lead Manager and Memorandum of Understanding signed with the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/ refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 31 of this Prospectus.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Oyeeee Media Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled “Capital Structure” on page 34 of this Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

PROMISE VIS-À-VIS PERFORMANCE

Our Company has not made any public or rights issue since its inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed Sharepro Services (India) Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Sharepro Services (India) Private Limited, will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Shaila Ramesh Gholap as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Shaila Ramesh Gholap,
Company Secretary & Compliance Officer;
A-201, 2nd Floor, Crystal Plaza,
New Link Road, Oshiwara Village,
Andheri West, Mumbai-400 053,
Maharashtra, India
Tel: +91-22- 6699 3751
Email: cs@oyeeeeemedia.com
Website: www.oyeeeeemedia.com

CHANGES IN AUDITORS

There has been no change in the auditors of our Company for the last three years except in financial year 2014-2015 M/s Agarwal & Mangal, Chartered Accountants have been appointed in the place M/s Pawan Mandowara & Co., Chartered Accountants as M/s Pawan Mandowara & Co., Chartered Accountants wished to resign due to their pre-occupation.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS

Our Company has not capitalized any reserve during last five (5) years except the fact that we have allotted 18,88,000 Equity Shares of face value of Rs. 10 as bonus in the ratio of 8:1 to our existing Equity shareholders pursuant to a Board resolution dated 25th March, 2014 by capitalization of free reserves.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during the last five (5) years.

SECTION VII

ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of the Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled “Main Provisions of the Articles of Association of the Company” on page 163 of this Prospectus.

AUTHORITY FOR THE PRESENT ISSUE

The Issue has been authorized by a resolution of the Board passed at their meeting held on 16th March, 2015 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on 18th April, 2015.

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, SME platform of BSE, ROC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the section titled “Dividend Policy” on page 103 of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Prospectus at the price of Rs. 40/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “Basis of Issue Price” on page 49 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

The investors will have only option to receive the Equity Shares only in dematerialized form.

The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 3,000 Equity Share subject to a minimum allotment of 3,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of Issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level.

This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 3,000 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer to the section titled “*Main Provisions of the Articles of Association of the company*” on Page 163 of this Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Allotment of Equity Shares in the Issue will be made only in dematerialized form.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE from SME platform of BSE on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall

have to apply to BSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME platform for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to “General Information - Details of the Market Making Arrangements for this Issue” on page 31 of this Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- (i) The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
- (ii) The final RoC approval of the Prospectus after it is filed with the RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter X-B of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, An issuer whose post-issue face value capital exceeds ten crores rupees but do not exceed twenty five crores rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Issue please refer the section titled “*Terms of the Issue*” and “*Issue Procedure*” on page 139 and 145 of this Prospectus.

Following is the Issue structure:

Public Issue of 39,75,000 equity shares of Rs. 10/- each (the “Equity Shares”) for cash at a price of Rs. 40/- per Equity Share aggregating to Rs. 1590.00 Lacs (“the Issue”) by Oyeeee Media Limited (“OML” or the “Company” or the “Issuer”).

The Issue comprises reservation of 2,01,000 Equity Shares for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of 37,74,000 Equity Shares (“the Net Issue”).

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	37,74,000 Equity Shares	2,01,000 Equity Shares
Percentage of Issue Size available for allocation	94.94% of the Issue size	5.06% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each. For further details please refer to the section titled “ <i>Issue Procedure - Basis of Allotment</i> ” on page 152 of this Prospectus.	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- For Retail Individuals: 3,000 Equity Shares	2,01,000 Equity Shares
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 3,000 Equity Shares such that the Application Size does not exceed 37,74,000 Shares. For Retail Individuals:	2,01,000 Equity Shares

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	
Mode of Allotment	Dematerialized Form only	Dematerialized Form Only
Trading Lot	3,000 Equity Shares	3,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
2. The final RoC approval of the Prospectus after it is filed with the RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

ISSUE OPENING DATE	13TH AUGUST, 2015
ISSUE CLOSING DATE	19TH AUGUST, 2015

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M) (2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit the same to the Registrar of the Issue. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialization form. As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialization form only. The Equity Shares on allotment will be traded only on the dematerialization segment of the SME Platform of BSE.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. Upon completing and submitting the Application Form to the Bankers, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs applying on a repatriation basis	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f. May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines;

Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: “Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Applications by HUFs would be considered at par with those from individuals;

Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

Mutual Funds registered with SEBI;

Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

FIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

Sub-accounts of FIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant’s category;

Venture Capital Funds registered with SEBI;

Foreign Venture Capital Investors registered with SEBI;

State Industrial Development Corporations;

Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

Insurance Companies registered with Insurance Regulatory and Development Authority, India;

Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

Multilateral and Bilateral Development Financial Institutions;

National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

The information below is given for the benefit of the applicants. Our Company and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company and the Lead

Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe for Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com

OPTION TO SUBSCRIBE IN THE ISSUE

- a. Investors will have the only option of getting the allotment of specified securities in dematerialization form.
- b. The equity shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS/FII'S ON REPATRIATION BASIS-

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FIIS:

- The issue of Equity Shares to a single FII should not exceed 10% of our post-Issue paid-up capital. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital of the Company or 5% of the total issued capital, in case such sub-account is a foreign corporate or an individual. In accordance with the foreign investment limits applicable to our Company, such investment must be made out of funds raised or collected or brought from outside India through normal banking channels and the investment must not exceed the overall ceiling specified for FIIs. Under the portfolio investment scheme, the aggregate issue of equity shares to FIIs and their sub-accounts should not exceed 24% of post-issue paid-up equity capital of a company. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its Board of Directors followed by a special resolution to that effect by its shareholders in their general meeting. As of the date of the Prospectus, no such resolution has been recommended to the shareholders of our Company for adoption.
- Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations 1995, as amended, by the SEBI (Foreign Institutional Investors)(Amendment) Regulations, 2008 ("SEBI FII Regulations"), an FII, as defined in the SEBI FII Regulations, or its sub account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations, as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or sub-account is also required to ensure that no further issue or transfer of any offshore derivative instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the underwriters including the LM that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue.

APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

- The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, i.e. 26th December, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lacs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b). With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c). With respect to applications made by provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

(a) For Retail Individual Applicants

The Application must be for a minimum of 3,000 Equity Shares and in multiples of 3,000 Equity Share thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

(b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 200,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

INFORMATION FOR THE APPLICANTS:

- a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office or from the registered office of the LM.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- e) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f) Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand Draft payable at Mumbai.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LM or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 3,000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 3,000 equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 equity shares, the number in excess of the multiple of 3,000 would be rounded off to the higher multiple of 3,000 if that number is 1,500 or higher. If that number is lower than 1,500, it would be rounded off to the lower multiple of 3,000. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 3,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
 - b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.
 - d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

REFUNDS

In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Applicants sole risk and neither the Company, the Registrar, Escrow Collection Bank(s) nor the LM shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. The Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

TERMS OF PAYMENT / PAYMENT INSTRUCTIONS

The entire Issue Price of Rs. 40/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Company shall refund the excess amount paid on Application to the Applicants.

Payments should be made by cheque, or demand draft drawn on any Bank (including a Co operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash/ Stockinvest/ Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form. Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - Indian Public including eligible NRIs applying on non repatriation basis: “OML -Public Issue - R”.
 - In case of Non Resident Retail Applicants applying on repatriation basis: “OML -Public Issue - NR”
2. In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non Resident Ordinary (NRO) Account of Non Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay In Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.
4. On the Designated Date and no later than 12 working days from the Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.

- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on RegulationS or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities: or**
- (b) makes or abets making of multiple applications to the company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c) otherwise includes directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the companies Act, 2013.**

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated 28th May, 2015 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 & 32 of the Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 working days of the Issue Closing Date.

After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within two working days of the date of Allotment Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 12 working days of closure of Issue.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

PAYMENT OF REFUND

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain, from the

Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither the Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the LM shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes as given hereunder:

- 1) **ECS (Electronic Clearing System)** - Payment of refund would be done through ECS for applicants having an account at any of the centers where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of such centers, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.
- 2) **Direct Credit** - Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.
- 3) **RTGS (Real Time Gross Settlement)** - Applicants having a bank account at any of the centers where such facility has been made available and whose refund amount exceeds 10.00 Lacs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
- 4) **NEFT (National Electronic Fund Transfer)** - Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
- 5) **For all other applicants**, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 12 working days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 12 working days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 12 working days of closure of the issue.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- 1) Allotment of Equity Shares shall be made within 12 (twelve) working days of the Issue Closing Date;
- 2) Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 12 (twelve) working days of the Issue Closing Date would be ensured; and
- 3) The Company shall pay interest at 15% p.a. for any delay beyond the 12 (twelve) working days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 12 (twelve) working days time.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

- 1) That the complaints received in respect of this Issue shall be attended to by us expeditiously;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 12 (twelve) working days of closure of the Issue;
- 3) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 12 (twelve) working days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That the letter of allotment/ refund orders to the non resident Indians shall be dispatched within specified time; and
- 6) That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.
- 7) The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
2. The final RoC approval of the Prospectus after it is filed with the RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated 14th March, 2015 between NSDL, the Company and the Registrar to the Issue;
- (b) Agreement dated 25th March, 2015 between CDSL, the Company and the Registrar to the Issue;

The Company's shares bear an ISIN No. INE365S01011

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.

- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“**ASBA Account**”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be. The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM. ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

SECTION VIII

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

7. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Underwriting And Brokerage

8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

(iii) The rate or amount of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) A common form of for instruments of transfer which may from time to time be altered by the Directors.

(iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iv) The Board shall not refuse the registration of transfer on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

- a) No fee shall be charged for:
 - i. Registration of transfer of the Company's shares, debentures and Detachable warrants;
 - ii. Sub-division and consolidation of share certificates, debenture certificates and detachable warrants and for sub-division of letters of allotment and split, consideration, renewal and pucca transfer receipts into denomination corresponding to the market units of trading;
 - iii. sub-division of renounceable letters of right;
 - iv. issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized;
 - v. registration of any power of attorney, probate, letters of administration or similar other documents.
- Fees as agreed upon with the Stock Exchanges will be charged for
 - i. issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;

- ii. sub-division and consolidation of shares and debenture certificates and for sub-division of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations other than those fixed for the market unit of trading.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share;

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

Capitalisation of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

74. In case of a One Person Company---

- i. where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

- ii. such minutes book shall be signed and dated by the director;
- iii. the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

75. Subject to the provisions of the Act—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

76. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

77. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

78. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

79. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

80. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

81. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

82. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

83. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

84. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

85. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

86. No dividend shall bear interest against the company.

87. The Company shall not forfeit any unpaid or unclaimed dividend and such dividends shall be dealt with according to the provisions of the Companies Act, 2013.

Accounts

88. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Dematerialisation Of Securities

89. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

A. For the purpose of this Article:

“Beneficial Owner” means a person or persons whose name is recorded as such with a depository, “SEBI” means the Securities & Exchange Board of India; established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

“Depository” means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

90. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

91. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the Securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

92. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

93. (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

94. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in a depository, the records of the beneficiary ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

95. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

96. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

97. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

98. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

Audit

99. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.

100. The First Auditor or Auditors of the Company shall be appointed by the Board within 30 days of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the Sixth Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place by Special Resolution.

Copies Of Memorandum And Articles To Be Sent To Members

101. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of prescribed fees for each copy.

Documents And Notices

102. (1). A document or notice may be served on a Company or any officer thereof by sending it to the Company or the Officer at the registered office of the Company sending it by registered post or by speed post or by courier service, or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

(2). A Document may be Served upon the Registrar or any member by sending it to his office or address by post or registered post or speed post or courier service or by delivering at his office or address or by means of such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any documents through a particular mode. The Documents will have to be sent to a member to his address, in India or abroad.

(3). Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) All the members, legal Representative of any deceased member or assignee of the insolvent member (b) Auditors and (c) the Directors of the Company, in writing or through Electronic mode.

(4). Any document or notice to be served or given by the Company may be signed by the Directors, Key Managerial Personnel or an Officer of the Company duly Authorised by the Board of Directors in this behalf and the signatures thereto may be written, printed or lithographed.

Borrowing Powers

103. The Board may, from time to time, at its discretion subject to the provisions of Section 179 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

104. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Winding up

105. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy

106. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

Indemnity

107. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX: OTHER INFORMATION

LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before this Prospectus), which are or may be deemed to be material have been entered into by or on behalf of the Company. Copies of these contracts together with copies of documents referred under material documents below all of which have been attached to the copy of this Prospectus and have been delivered to the SME platform of BSE Limited and may be inspected at the Registered Office of the Company between 11:30 am to 5:30 pm on any working day from the date of this Prospectus until the date of closure of the subscription List.

MATERIAL CONTRACTS

1. Memorandum of Understanding dated 28th May, 2015 between our Company and the Lead Manager to the Issue.
2. Memorandum of Understanding dated 28th May, 2015 entered into with Sharepro Services (India) Private Limited to appointing them as the Registrar to the Issue.
3. Copy of tripartite agreement dated 14th March, 2015 between NSDL, our Company and Sharepro Services (India) Private Limited.
4. Copy of tripartite agreement dated 25th March, 2015 between CDSL, our Company and Sharepro Services (India) Private Limited.
5. Escrow Agreement dated 24th July, 2015 between our Company, Lead Manager, Escrow Collection Bank and the Registrar to the issue.
6. Market Making Agreement dated 28th May, 2015 between our Company, Lead Manager and Market Maker.
7. Underwriting Agreement dated 28th May, 2015 between our Company and Underwriters.

DOCUMENTS FOR INSPECTION

8. Memorandum and Articles of Association of our Company as amended from time to time.
9. Copy of the resolution passed at the meeting of the Board of Directors held on 16th March, 2015 approving the issue.
10. Copy of the resolution passed by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 18th April, 2015.
11. Copy of Shareholders resolution dated 25th March, 2015 appointing Mr. Raj Saluja as the Managing Director of our Company for a period of Three (3) years w.e.f. 25th March, 2015 and approving their remuneration and terms.
12. Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory / Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Legal Advisors to the Issue, and Registrars to the Issue, to include their names in the Prospectus to act their respective capacities.
13. Copies of Audit Reports of our Company for preceding five financial years i.e. for the financial years viz, 2010-2011, 2011-2012, 2012-13, 2013-14 and 2014-15.

14. Audit report and restated financial information issued by our Peer Review Auditors i.e. M/s. Agarwal & Mangal, Chartered Accountants, dated 25th May, 2015 included in the Prospectus.
15. Letter dated 25th May, 2015 from the statutory Auditors of our Company, M/s. Agarwal & Mangal Chartered Accountants, detailing the tax benefits.
16. Copy of certificate from the statutory Auditors of our Company, M/s. Agarwal & Mangal, Chartered Accountants, dated 25th May, 2015, regarding the sources and deployment of funds as on 15th May, 2015.
17. Board Resolution dated 4th August, 2015 for approval of Prospectus.
18. Due Diligence Certificate dated 30th May, 2015 be submitted to SEBI from Lead Manager viz. First Overseas Capital Limited along with the filing of the Prospectus.
19. Copy of approval from BSE vide letter dated 23rd July, 2015 to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

All the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS

Mr. Raj Saluja
(DIN- 07111214)

Mr. Prasanjit Gupta
(DIN- 07109349)

Mr. Abhishek Awasthi
(DIN- 07081827)

Ms. Vividha Kirti
(DIN- 07143398)

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Shaila Ramesh Gholap

SIGNED BY THE CHIEF FINANCIAL OFFICER

Mr. Narendra Kumar

Date: 04.08.2015

Place: Mumbai