DIRECTORS' REPORT

To

The Members of Oyeeee Media Private Limited

Your Directors have pleasure in presenting their Sixth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(`)

PARTICULARS	Year ended	Year ended
	2013-2014	2012-2013
Total Income	750000	67475
Total Expenditure	556942	64575
Profit for the year before Tax	193058	2900
Tax Expense	59650	3800
Profit (Loss) for the year after tax	133408	(900)
Balance brought forward	(30040)	(29140)
Balance Carried to Balance Sheet	103368	(30040)

OPERATIONS

The Company will continue to be responsive to changes in market dynamics and consumer behaviour and other key factors influencing the business, and will formulate its strategies accordingly.

DIVIDEND

The Board of Directors of the Company has not recommended any dividend for the financial year 2013-14.

SHARE CAPITAL

The Authorised Share Capital has been increased from Rs. 25,00,000 to Rs. 6,00,00,000. The Company has a paid up capital of Rs 2,12,40,000 consisting of 21,24,000 shares of Rs. 10 each. Then the Company has issued 18,88,000 Equity Shares of Rs. 10 each by capitalizing the Securities Premium Account as Bonus Shares in the ratio of 8 shares for 1 shares.

DIRECTORS

Mr. Narendra Kumar and Mr. Shivsagar Mahanguram Kanojia was appointed as Additional Director with effect from 22nd July, 2014.

The Directors place on record their sincere appreciation for the guidance and valuable contributions by them during their tenure.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- I. That in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed and no material departures have been made from the same;
- II. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- III. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. That the Directors have prepared the annual accounts for the financial year ended 31st March, 2014, on a 'going concern' basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy and technology absorption are not applicable to the Company. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

During the year under review, your Company has neither earned nor spent any foreign exchange.

PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

AUDITORS

The Statutory Auditor of the Company, M/s.Pawan Mandowara & Co, Chartered Accountants will retire at the ensuing AGM. As recommended by the Board has proposed the appointment of M/s Agarwal & Mangal, Chartered Accountant as statutory auditor for financial year 2014-15 on such remuneration as decided by the Board of Directors.

AUDITORS REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

COMPLIANCE CERTIFICATE FROM COMPANY SECRETARY

In accordance with the section 383(A) of the Companies Act, 1956 and the Companies (Compliance Certificate) Rules 2001, the Company has obtained a certificate from a Company Secretary in the whole time practice confirming that the Company has complied with all the provisions of the Companies Act, 1956.

APPRECIATION

Your Directors place on record their deep appreciation for the continued, support and co - operation extended to the Company by the Banks, Government departments and other agencies.

Your Directors thanks our esteemed shareholders for your continued support.

Your Directors place on record their appreciation of the dedication and commitment of your Company's employees and look forward to their support in the future as well.

Place: Mumbai

Date: 29th August, 2014

For and on behalf of the Board

PAWAN MANDOWARA & CO.

Chartered Accountants

507-C,Citi Plaza,564 M G Road Above Pakiza Showroom,Regal Square,Indore-452001

INDEPENDENT AUDITORS' REPORT

To the Members of

OYEEEE MEDIA PRIVATE LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of OYEEEE MEDIA PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the company in accordance with the Accounting principles generally accepted in India including Accounting standards notified under the Companies Act, 1956 read with the General Circular 08/2014 dated 04th April 2014, issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

- 3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
- 4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material



PAWAN MANDOWARA & CO.

Chartered Accountants

misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

- **6.** In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2014; and
 - (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;

Report on Other Legal and Regulatory Requirements

- 7. As required by the Companies (Auditor's Report) Order,2003 ('the Order'), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 8. As required by Section 227(3) of the Act, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

PAWAN MANDOWARA & CO.

Chartered Accountants

507-C,Citi Plaza,564 M G Road Above Pakiza Showroom,Regal Square,Indore-452001

- (c) The Balance Sheet and the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 08/2014 dated 04th April 2014, issued by the Ministry of Corporate Affairs.
- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

Place: Mumbai

Date: 29th August,2014

For PAWAN MANDOWARA & CO

Firm Registration No 014436C

Chartered Accountants

Santosh Kag

(Partner)

Membership No:411791

ANNEXURE 'A' REFERRED TO IN PARAGRAPH 3 OF THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF M/S. OYEEEE MEDIA PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH 2014.

- I. The Company does not have any fixed assets. Accordingly, the provisions of clause 4 (i) of the Order are not applicable to the Company.
- II. The Company has no inventories. Hence the Clause 4 ii(a), ii(b) & ii(c) of the said Order are not applicable to the company.
- III. The Company has not granted/taken any unsecured loans to/from companies, firms & parties covered in the register maintained under Section 301 of the Act. Therefore, this clause is not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory and with regard to sale of goods.
- V. Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956.
- VI. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directions issued by the Reserve Bank of India and the provisions of Section 58A of the Companies Act, 1956 and rules framed there under.
- VII. The Company has an internal audit system which, in our opinion, is reasonably commensurate with the size of the company and the nature of its business.
- VIII. As informed to us the Central Government has not prescribed for the maintenance of cost records under section 209(1) (d) for any of the products of the Company.
 - IX. a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including income tax and other statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax and other statutory dues were outstanding as at 31st March 2014 for a period of more than six months from the date they became payable.
 - c) According to the records of the company, there are no dues of income tax and other statutory dues which have not been deposited on account of dispute.
 - X. The Company does not have accumulated losses. The Company has not incurred any cash losses during the current financial year but has incurred cash loss of '900 in previous year.
 - XI. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted as on 31st March, 2014 in repayment of dues to financial institutions and debenture-holders.

- XII. We have been informed and explained that the Company has not granted any loans and advances on the basis of security by way of the pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or nidhi / mutual fund / society. Accordingly, the provision of the clause 4(xiii) of the Order is not applicable to the Company.
- XIV. The Company is not dealing or trading in shares, securities, debentures and other investments and has maintained the proper records of the transactions and contracts and timely entries have been made therein.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- XVI. The Company has not taken any term loans. Therefore, this clause is not applicable to the company.
- .../II. According to the information and explanations given to us, we report that no funds raised on short- term basis have been used for long term investment by the company.
- XVIII. The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
 - XIX. The Company has not issued any debentures during the year and no debentures were outstanding as at 31st March 2014. Accordingly, requirements of clause 4 (xix) of the order are not applicable to the Company.
 - XX. The Company has not made any public issue during the year.
 - XXI. During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the Management.

Place: Mumbai

Date: 29.08.2014

For PAWAN MANDOWARA & CO

Firm Registration No 014436C

Chartered Accountants

Santosh Kag

Partner

Membership No:411791

ANCE SHEET AS AT 31ST MARCH 2014		As at	As
	Note	As at 31st March 2014 Amount (`)	31st March 201 Amount (
EQUITY AND LIABILITIES			
1. Shareholder's Funds			
(a) Share Capital	1	21240000	236000
(b) Reserve & Surplus	2	899368	2030996
(b) Reserve & Surpius		22139368	2266996
2. Current Liabilities		4110000	
(a) Short Term Borrowing	3 4	667000	300
(b) Other Current Liabilities	5	63450	380
(c) Short Term Provisions	3	4840450	680
TOTAL		26979818	2267676
ASSETS			
1. Non-Current Assets			1500
(a) Non-Current Investments	6	152835	1528 530
(b) Other Non-Current Assets	7	43582 196417	20584
2. Current Assets	8	21500	90650
(a) Trade Receivables	9	506901	3059
(b) Cash and Bank Balances (c) Short Term Loans & Advances	10	26255000	131000
(c) Short Term Loans & Advances		26783401	224709
TOTAL		26979818	226767
Significant Accounting Policies			
For Pawan Mandowara & Co Chartered Accountants	No.	For and on	behalf of the bo

Santosh Kag

(Partner) Membership No. 411791

Place : Mumbai Date: 29th August, 2014

TEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED	Note	For The Year Ended 31st March 2014 Amount (`)	For Th Year Ende 31st March 201 Amount (
INCOME		750000	
Revenue From Operations	11 12	750000	6747
Other Income		750000	6747
Total Revenue		750000	
EXPENDITURE			
L. L. Carriero	13	390000	28,400.
Operational Expenses Employees Benefit Expenses	14	105400	28,400. 9,426.
Depreciation and Amortisation Expenses	15	9426 52116	267
Other Expenses	16	52110	, 20,
Other Expenses		556942	645
Total Expenses			
		193058	29
Profit/(Loss) Before Tax		50650	38
Tax Expenses: Current Tax		59650 133408	(9
- C. ((Lana) After Tay		133408	
Earnings per equity share of face value of Re. 1 each	17	0.06	
Basic and Diluted	17	133408	(9
Balance Carried to Balance Sheet			
Significant Accounting Policies			

For Pawan Mandowara & Co **Chartered Accountants** Firm Regn No: 014436C

Santosh Kag

(Partner) Membership No. 411791

Place : Mumbai

Date: 29th August, 2014

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

As at t March 2014 Amount (`)	As at 31st March 2013 Amount (`)
60000000	2500000
21240000	2360000
21240000	2360000

1A. RECONCILIATION OF NUMBER OF SHARES	As at 31 March 2014		As at 31 March 2013	
Particulars	No. of Shares		No. of Shares	Amount (`)
Shares outstanding at the beginning of the year Add: Bonus issued during the year	236000 1888000	2360000 18880000	236000 - -	' 2360000 - -
Add: Shares issued during the year S'es outstanding at the end of the year	2124000	21240000	236000	2360000

LB. DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGRE As at 31 March 2014					
Particulars	No. of Shares	% of Holding	No. of Shares	% of Holding	
Frohar Trading Private Limited Ekmantra Advisory Services Private Limited Matruchaya Financial Services Private Limited Fulton Corporate Services Private Limited Shaktiyog Consulting Services Private Limited Idani Trading Private Limited Koina Trading Private Limited Prajan Trading Private Limited Rangoli Commerce Private Limited Total	85000 35000 21000 20000 50000	36.07 14.83 8/90 8.47/ 21.18 - - - 89.40	85000 20000 35000 21000	36.02 8.47 14.83 8.90 68.22	

1C. TERMS/ RIGHT ATTACHED TO EQUITY SHARES

The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity shares is tled to one vote per share.

1D. The Company issued 1888000 shares as Bonus shares by way of capitalisation of free reserves during the financial year 2013-14.

2. RESERVE & SURPLUS Particulars	As at 31st March 2014 Amount (`)	As 31st March 20: Amount (
Securities Premium Account	20340000	2034000
Balance as at the beginning of the year	18880000	203 1000
Less: Bonus Shares issued	664000	-
Less: Utilised for Amortisation of Preliminary Expenses	796000	2034000
Balance as at the end of the year		
Surplus in Statement of Profit & Loss	(20040)	(2914
Balance as at the beginning of the year	(30040)	(90
Add: Net Profit /(Net Loss) for the current year	133408 103368	(3004
Balance as at the end of the year	103300	(
On Salarice as at the	899368	2030996
TOTAL		

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014 3. SHORT TERM BORROWINGS As at As at 31st March 2013 31st March 2014 **Particulars** Amount (`) Amount (`) 4110000 Other Liabilities 4110000 TOTAL 4. OTHER CURRENT LIABILITIES As at As at 31st March 2013 31st March 2014 **Particulars** Amount (`) Amount (`) 3000 667000 Liabilities for Expenses 3000 667000 TOTAL 5. SHORT TERM PROVISIONS As at As at 31st March 2013 31st March 2014 **Particulars** Amount (`) Amount (`) 3800 63450 Provision For Income Tax 3800 63450 TOTAL 6. NON CURRENT INVESTMENTS As at As at 31st March 2013 31st March 2014 **Particulars** Amount (') Amount (`) **Unquoted Equity Instruments** 152835 152835 Investments in Unquoted Equity Shares 152835 152835 TOTAL 7. OTHER NON CURRENT ASSETS As at As at 31st March 2013 31st March 2014 **Particulars** Amount (`) Amount (`) 62434 53008 Preliminary Expenses as per last year account Add: Addition during the year 62434 53008 9426 9426 Less: Adjusted/Written off during the year 53008 43582 TOTAL

OYEEEE MEDIA PRIVATE LIMITED

Also such as the s

8. TRADE RECEIVABLES		
Particulars	As at 31st March 2014 Amount (`)	As at 31st March 2013 Amount (`)
<u>Unsecured and Considered Good</u> Over Six Months	21500	9065000
TOTAL	21500	9065000
9. CASH & BANK BALANCES		
Particulars	As at 31st March 2014 Amount (`)	As at 31st March 2013 Amount (`)
Balance with bank In Current Accounts Cash On hand(As Certified by the Management)	30950 475951	32515 273402
TOTAL	506901	305917
10. SHORT TERM LOANS & ADVANCES		
Particulars	As at 31st March 2014 Amount (`)	As a 31st March 2013 Amount (`
<u>Unsecured and Considered Goods</u> Advances to Others	26255000	13100000
	26255000	13100000



YEEEE MEDIA	PRIVATE LIMITED		
OTES ON FIN	ANCIAL STATEMENT FOR THE YEAR END	ED 31ST MARCH 2014	
1. REVENUE F	ROM OPERATIONS		
TI KEVELICE.		As at	As at
	Particulars	31st March 2014 Amount (`)	31st March 2013 Amount (`)
Business Income		750000	_
TOTAL		750000	
- CTUED IN	COME		
12. OTHER INC	LOME	As at	As a
	Particulars	31st March 2014 Amount (`)	31st March 2013 Amount (`)
Capital Gain on	Sale of Investments	-	67475
TOTAL		-	67475
ODERATIO	NAL EXPENSES		
. OPERATIO	HAL EXPENSES	As at	As a
	Particulars	31st March 2014 Amount (`)	31st March 2013 Amount (
Operating Expe	nses	390000	-
TOTAL		390000	-
14. EMPLOYE	BENEFIT EXPENSES	As at	As a
	Particulars	31st March 2014 Amount (`)	31st March 201 Amount (
Salaries to Staf Staff Welfare E		100000 5400	28400
TOTAL		105400	28400
15. DEPRECIA	ATION AND AMORTISATION EXPENSES	As at	Asa
_	Particulars	31st March 2014 Amount (`)	31st March 201 Amount (
Preliminary Ex	penses Written Off	9426	942
TOTAL		9426	9420

Sunara & Co.

16. OTHER EXPENSES	A	As at
Particulars	As at 31st March 2014 Amount (`)	31st March 2013 Amount (`)
Office Evpensor	-	6585
Office Expenses	967	5214
Postage and Telegrams	5250	3260
Printing and Stationery	2500	2000
Filing Fees		5360
Telephone Expenses	65	1330
Bank Charges	1000	-
Accounting Charges	37500	-
Advertising & Promotion	2334	-
General Expenses	2331	
Audit Fees		
Payments to the auditor as	2500	3000
Statutory Audit Fees	2300	5000
TOTAL	52116	, 26749
	28	
7. EARNING PER SHARE	As at	As at
Particulars	31st March 2014 Amount (`)	Amount (`)
	Amount (`)	Amount (`)
Basis for calculation of Basic and Diluted Earnings per share	Amount (`)	Amount (`)
Basis for calculation of Basic and Diluted Earnings per share is as under:	Amount (`)	Amount (`)
Basis for calculation of Basic and Diluted Earnings per share is as under: Profit after tax (`)	133408 2124000	(900 23600
Basis for calculation of Basic and Diluted Earnings per share is as under:	Amount (`)	31st March 2013 Amount (*) (900 236000 0.00



18. SIGNIFICANT ACCOUNTING POLICIES

A) Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C), Companies (Accounting Standard) Rules, 2006, as amended from time to time and the other relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated 4th April, 2014 issued by the Ministry of Corporate Affairs.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI of the Companies Act, 1956.

B) Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates.

C) Investments

Investments are valued at cost of acquisition. Current Investments are stated at cost.

D) Recognition of Revenue.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. All revenue income and expenditure are recognized on accrual basis.

E) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

F) Contingent Liabilities

Contingent liabilities are not provided for and are disclosed by way of notes to the accounts.

G) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

H) Earnings per share

In determining the Earnings Per Share, the company considers the net profit after tax including any post tax effect of any extraordinary/ exceptional item. The number of shares

used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of Equity Shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. 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.

I) Amortization Of Expenses

Preliminary Expenses is Amortized over a period of 5 years

- 19. Contingent Liabilities not provided for in current year nil and previous year nil.
- **20.** There is no small scale industrial undertaking to whom the company owed a sum exceeding `100000 which was outstanding for more than 30 days as at the end of the financial year.
- **21**. The company has duly complied with the Accounting Standards referred to in clause 3 (c) of Section 211 of the Companies Act, 1956.
- 22. Figures for the previous year has been regrouped or rearranged wherever necessary.

Signature to Notes No 1 to 22

As per our Report of even Date

For Pawan Mandowara & Co

Firm Registration no: 014436C

Chartered Accountants

Santosh Kag

(Partner)

Membership No. 411791

Place: Mumbai

Date: 29th August, 2014

On Behalf Of the Board of Directors

Director