

Sea TV Network Ltd.

Regd. Office: 148, Manas Nagar, Shahganj, Agra-282010
Tel: +91-562-4036666 Fax: +91-562-2511070
Website: www.seatvnetwork.com
CIN : L92132UP2004PLC028650

NOTICE OF 12TH ANNUAL GENERAL MEETING, BOOK CLOSURE, CUT-OFF DATE & E-VOTING INFORMATION

Notice is hereby given that the 12th Annual General Meeting ("AGM") of the Company is Scheduled to be held on Friday, September 30, 2016 at 3:00 p.m. at Hotel Ramada, 672, Basai, Ring Road Crossing, Fatehabad Road, Agra-282001, Uttar Pradesh to transact the business mentioned in the Notice convening the said AGM.

In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") and as per Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing electronic voting ("e-Voting") facility to members to enable them to cast their votes electronically. Accordingly, the items of business given in the Notice of the AGM may be transacted through e-Voting services provided by Central Depository Services Limited ("CDSL").

Members are informed that (a) the Company has completed the dispatch of the Notices of the AGM and Annual Report containing, inter alia, the Audited Accounts for the financial year ended March 31, 2016 and the Reports of Auditors' and Directors' thereon, through permitted modes on Monday, September 05, 2016; (b) e-Voting shall commence at 9:00 a.m. on Tuesday, September 27, 2016 and end at 5:00 p.m. on Thursday, September 29, 2016; (c) e-Voting shall not be allowed after 5:00 p.m. on Thursday, September 29, 2016 and the e-Voting module shall be disabled by CDSL for voting thereafter. Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2016 (Cut-off date / Record date), shall be entitled to cast their vote electronically; (d) the Notice of the AGM and the Annual Report have been displayed on the Company's website www.seatvnetwork.com and on the website of CDSL www.evotingindia.com; (e) For e-Voting instructions, members are requested to go through the instructions given in the Notice of the AGM. In case of any queries / grievances connected with e-Voting, members may refer "Frequently Asked Questions (FAQs) for shareholders" and "e-Voting User manual for shareholders" available at the Download section of www.evotingindia.com or contact CDSL at 18002005533 or write an e-mail to helpdesk.evoting@cdslindia.com.

A member whose name appears in the register of members as on cut off date i.e. September 23, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting through physical ballot at the meeting. Members who cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again. Any person who becomes member of the Company after despatch of the Notice of the meeting and holding shares on September 23, 2016, if already registered with CDSL, can use their existing user ID and password otherwise follow the detailed procedure mentioned in Notice of Meeting available at Company's website www.seatvnetwork.com or may obtain the Login ID and password by sending the request at helpdesk@cdslindia.com or to the Company's Registrar, M/s Link Intime India Pvt. Ltd. at mumbai@linkintime.co.in latest by 5:00 p.m. of September 26, 2016

The Company has appointed Mr. Amit Gupta, Practicing Company Secretary as the scrutineriser to scrutinise the e-voting process in fair and transparent manner. The results of voting on the resolutions set out in the Notice of the AGM shall be declared on or after the AGM.

The results declared along with the Scrutinizer's report shall be placed on the Company's website www.seatvnetwork.com and on the website of CDSL, informed to the Stock Exchanges within the prescribed time limit after the Annual General Meeting. Notice is further given pursuant to Section 91 of the Act read with Rule 10 made thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not to be member of the Company. The Instrument appointing proxy to be valid should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

By Order of the Board of Directors

Place : Agra
Date: September 05th, 2016

For, Sea TV Network Ltd.
Sd/-
Vandana Rathore
(Company Secretary & Compliance Officer)



सीटीवी नेटवर्क लिमिटेड

पंजीकृत कार्यालय : 148, मानस नगर, शाहगंज, आगरा-282010

दूरभाष : 91-562-4036666 फ़ैक्स: 91-562-2511070

वेबसाइट : www.seatvnetwork.com

सीआईएन : L92132UP2004PLC028650

12 वीं वार्षिक साधारण सभा की सूचना, बुक क्लोजर, कट ऑफ तिथि - ई-मतदान जानकारी

एतद् द्वारा सूचित किया जाता है कि कम्पनी की 12वीं वार्षिक साधारण सभा दिनांक 30 सितम्बर 2016 दिन शुक्रवार को सायं 3:00 बजे होटल रमाडा 672, बसाई, रिंग रोड क्रॉसिंग, फतेहाबाद रोड, आगरा-282001 उत्तर प्रदेश में आयोजित की जाएगी।

उपरोक्त निम्नांकित होने के लिए प्रस्तावित प्रस्तावों में शामिल सभा की सूचना तथा 31 मार्च, 2016 को समाप्त वर्ष के लिए अंकेक्षित वार्षिक रिपोर्ट सदस्यों को प्रेषित कर दी गई है। साधारण सभा की सूचना कम्पनी की वेबसाइट www.seatvnetwork.com पर भी उपलब्ध है तथा उक्त नोटिस की प्रति तथा वार्षिक रिपोर्ट निरीक्षण के लिए कम्पनी के पंजीकृत कार्यालय में वार्षिक साधारण सभा की तिथि तक सभी दिवसों को व्यवसायिक अवधि के दौरान उपलब्ध होंगे। कम्पनी ने नोटिस तथा 31 मार्च, 2016 को समाप्त वर्ष के लिए वार्षिक रिपोर्ट का प्रेषण कार्य दिनांक 05 सितम्बर 2016 को पूरा कर लिया है।

कम्पनी अधिनियम 2013 के धारा 108 एवं कम्पनी (प्रबंध एवं प्रशासन) नियमावली, 2014 के नियम 20 तथा सेबी (लिसिटिंग ऑब्लिगेशंस एंड डिस्क्लोजर रिक्वायरमेंट्स) अधिनियम 2015 के अधिनियम 44 एवं साधारण सभा पर सेकोटेरियल रेट्रॉस्पेक्ट के प्रावधानों के अनुपालन में आपसी कम्पनी द्वारा 12वीं वार्षिक साधारण सभा में निम्नांकित होने के लिए प्रस्तावित प्रस्तावों पर मताधिकार का प्रयोग करने के लिए अपने सदस्यों को ससर्प रिपोर्ट ई-वोटिंग की सुविधा उपलब्ध कराई जा रही है। कम्पनी ने www.evotingindia.com पर सेन्द्रल डिपॉजिटरी सर्विसेस (इण्डिया) लिमिटेड (सी.डी.एस.एल) के माध्यम से रिपोर्ट ई-वोटिंग सुविधा उपलब्ध कराई है।

रिपोर्ट ई-वोटिंग सुविधा 27 सितम्बर 2016 दिन मंगलवार को प्रातः 09:00 बजे (भारतीय समयानुसार) शुरू होगी तथा दिनांक 29 सितम्बर 2016 दिन शुक्रवार को सायं 05:00 बजे (भारतीय समयानुसार) पर समाप्त होगी। उक्त तिथि एवं समय के बाद सी.डी.एस.एल. द्वारा रिपोर्ट ई-वोटिंग रोक दी जाएगी। ऐसे सदस्य जिनके नाम कट ऑफ तिथि 23 सितम्बर 2016 को सदस्यों के रजिस्टर में शामिल हैं, वे ही रिपोर्ट ई-वोटिंग सुविधा के साध-साध सभा में मौक्तिक मत-पत्र द्वारा मतदान करने के लिए अधिकृत होंगे। रिपोर्ट ई-वोटिंग के माध्यम से मतदान करने वाले सदस्य सभा में उपस्थित हो सकते हैं, लेकिन फिर उन्हें मतदान करने की अनुमति नहीं दी जाएगी। यदि एक बार मतदान हो जाता है तो वह बाद में बदल नहीं जा सकता। कट ऑफ तिथि पर कम्पनी के अंश-पूजी में धारित भाग के अनुपालन में ही मतदान का अधिकार होगा।

यदि कोई व्यक्ति सभा की सूचना के प्रेषण के बाद कम्पनी के सदस्य बने हैं तथा कट ऑफ तिथि को शेर धारक बनते हैं, यदि वे पहले से सी.डी.एस.एल. में पंजीकृत हो तो वे अपने वर्तमान यूजर आईडी तथा पासवर्ड का प्रयोग कर सकते हैं अथवा सभा की सूचना में उपलब्ध विस्तृत प्रक्रिया का अनुपालन करें जो कि कंपनी की वेबसाइट www.seatvnetwork.com पर उपलब्ध है या निम्नलिखित वेबसाइट पर अनुरोध भेजकर लॉगिन आईडी और पासवर्ड प्राप्त कर सकते हैं-helpdesk@cdslindia.com में या कंपनी के रजिस्ट्रार लिंक इनटाइम इंडिया प्राइवेट लिमिटेड mumbai@linkintime.co.in में 26 सितंबर 2016 के सायं 5:00 बजे तक कर सकते हैं।

स्वच्छ तथा पारदर्शी प्रक्रिया में ई-वोटिंग प्रक्रिया का संचालन करने के लिए कम्पनी ने श्री अमित गुप्ता, कार्यरत कम्पनी सचिव को पर्यवेक्षक नियुक्त किया है। मतदान के परिणामों की घोषणा वार्षिक साधारण सभा के बाद की जाएगी।

ई-वोटिंग प्रक्रिया से संबंधित किसी भी प्रकार की जिज्ञासा/शिकायतों के लिए सदस्य helpdesk@cdslindia.com टोल फ्री दूरभाष संख्या 18002005533 अथवा www.evotingindia.com से सम्पर्क कर सकते हैं। वार्षिक साधारण सभा और वार्षिक रिपोर्ट की सूचना कंपनी की वेबसाइट www.seatvnetwork.com पर सी.डी.एस.एल. की वेबसाइट www.evotingindia.com पर प्रदर्शित किया गया है।

एतद् द्वारा सूचित किया जाता है कि कम्पनी अधिनियम, 2013 की धारा 91 एवं सेबी (लिसिटिंग ऑब्लिगेशंस एंड डिस्क्लोजर रिक्वायरमेंट्स) अधिनियम 2015 के अधिनियम 42 के अनुपालन में सदस्यों के रजिस्टर एवं शेर हस्तांतरण पुस्तिका 24 सितम्बर 2016 से 30 सितम्बर 2016 (दोनों दिवस सहित) तक बंद रहेंगे। वार्षिक साधारण सभा के बाद निर्धारित समय सभा के मौक्तिक परिणामों की घोषणा अनुसूचान रिपोर्ट के साथ कंपनी की वेबसाइट www.seatvnetwork.com और सी.डी.एस.एल. की वेबसाइट पर रखा जाएगा और स्टॉक एक्सचेंज को सूचित किया जाएगा।

सभा में उपस्थित होने तथा मतदान करने के लिए अधिकृत सदस्य अपनी जगह उपस्थित होने तथा मतदान करने के लिए प्रतिनिधि की नियुक्ति कर सकते हैं तथा प्रतिनिधि का कम्पनी का सदस्य होना जरूरी नहीं है। वैध होने के लिए प्रतिनिधि की नियुक्ति करने वाले प्रेषण सभा के आरंभ से कम से कम 48 घंटे पूर्व कम्पनी की पंजीकृत कार्यालय में जमा की जानी चाहिए।

स्थान : आगरा
दिनांक : 05-09-2016

निदेशक मंडल के आदेश द्वारा
सीटीवी नेटवर्क लिमिटेड के लिए
हस्ताक्षर

वंदना राठौर
(कंपनी सचिव एवं अनुपालन अधिकारी)



SEA TV NETWORK LIMITED
Regd. Office: 148, Manas Nagar, Shahganj, Agra-282010

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the Shareholders of **SEA TV NETWORK LIMITED** will be held on Friday the 30th day of September 2016 at 3:00 P.M at Hotel Ramada, 672, Basai, Ring Road Crossing, Fatehabad Road, Agra-282001 to transact the following business;

ORDINARY BUSINESS

To consider and, if thought, fit to pass, the following resolutions as an Ordinary Resolutions:

Item No. 1- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.

(a) “RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) “RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2- Appointment of Director in place of Mr. Pankaj Jain, who retires by rotation and being eligible offers himself for re-appointment

“RESOLVED THAT Mr. Pankaj Jain (DIN: 00509839) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as director of the company liable to retire by rotation.”

Item No. 3- Appointment of Auditor

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Surendra G. & Company, Chartered Accountants, (Firm registration no. -001757C), who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and have offered themselves for re-appointment, be and is hereby re-appointed as statutory Auditors of the Company till the conclusion of 13th Annual general meeting of the Company, on such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

Item No. 4 Re-appointment of Mr. Neeraj Jain (DIN 00576497), as Executive Chairman and Managing Director of the Company.



To Consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Neeraj Jain, as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with effect from January 15th 2016 to January 14th 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Neeraj Jain”.

“RESOLVED FURTHER THAT the remuneration payable to Mr. Neeraj Jain, shall not exceed Rs.3,50,000/- per month which is under the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

Item No. 5 Re-appointment of Mr. Pankaj Jain (DIN 00509839), as a Whole Time Director of the Company.

To Consider and, if thought fit, to pass, with or without modification, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to recommendation Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pankaj Jain, as Whole-time Director of the Company with effect from January 15, 2016 to January 14, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pankaj Jain”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Pankaj Jain, shall not exceed Rs.3,50,000/- per month which is under the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

Item No. 6-Regularisation of Additional Director, Mrs. Sonal Jain (DIN 00509807)

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

“Resolved that pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 (‘Act’) and the rules made thereunder, Mrs Sonal Jain (DIN 00509807) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 11th, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and per the Article of Association of the company and in respect of whom



the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company”

Item No. 7 –Determine fees for delivering Documents to the Shareholders

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

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

**By order of the Board of Directors
For Sea TV Network Limited
Sd/-**

Vandana Rathore
(Company Secretary)

Dated: 03rd September, 2016

Place: Agra

NOTES:

- A. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy or any other person or member. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
- B. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of Annual General Meeting.
- C. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission to the meeting place. Those members who do not receive copies of annual report can collect their copies from the Registered Office of the Company.
- D. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.



- E. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
- F. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the Company or to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.
- G. Mr. Pankaj Jain, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Brief resume(s) of the director, with other details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 agreement entered into with the stock exchange(s), are provided in the Corporate Governance Report annexed in the annual report.
- H. The Registers of Members will be closed from Saturday the 24th day of September, 2016 to Friday the 30th day of September, 2016, both days inclusive. The Transfer Books of the Company will also remain closed for the aforesaid period
- I. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except holidays up to the date of Annual General Meeting.
- J. The details of the stock exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
- K. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
- L. **Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reason.**

1. Voting through electronic means:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Listing Agreement entered into with the Stock Exchange and provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 12th Annual General Meeting to be held on 30/09/2016

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on 27th September, 2016 at 9:00 am and ends on 29th September, 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23rd September, 2016) ,may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Sea TV Network Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General

- (A) The voting period begins on 27th September, 2016 (09:00 am) and ends on 29th September, 2016 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd, September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Mr. Amit Gupta, Practising Company Secretary, (Membership No. 5478), has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (C) The results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer report shall be placed on the website of the Company i.e. <http://seatvnetwork.com> and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the resolution of the AGM of the Company.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102(1) of Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4,5, 6 & 7 of the accompanying Notice dated 03rd September, 2016

ITEM NO.4

Mr. Neeraj Jain aged of about 42 years having an experience of more than 25 years in Media Industry. He is having an expertise in managing the work of cable TV industry.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on January 14, 2016 approving re-appointment of Mr. Neeraj Jain, as an Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company for a further period of Five years with effect from January 15, 2016 to January 14, 2021. This is subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the Section 190 of the Companies Act, 2013. The details of remuneration payable to Mr. Neeraj Jain and the terms and conditions of the re-appointment are given below:

- i. Chairman & Managing Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii. In the event of inadequacy of profits/losses the Minimum Remuneration in terms of Section II of part II of schedule V shall be effective for the period of three years w.e.f. 15.01.2016.



- iii. The appointment may be terminated by either party giving the other party three months notice or paying three months salary in lieu thereof;
- iv. No Severance fee shall be paid unless otherwise agreed by the board.
- v. If at anytime the Chairman & Managing Director ceases to be Director of the Company for any reason whatsoever, he shall cease to be Managing Director of the Company;
- vi. The office of Chairman & Managing Director will not be subject to retirement by rotation.”

Details of the salary, perquisites and Reimbursement of Business Expenses

- a) **Designation:** Chairman & Managing Director
- b) **Consolidated Salary:** Maximum upto Rs. 3,50,000/- per month
- c) **Perquisites:** Nil
- d) **Reimbursement of Business Expenses:** on actual basis subject to submission of bill

In case of inadequacy of profits /or no profits in the Company in any financial year, the Chairman & Managing Director shall be entitled to the aforesaid salary, perquisites & allowances and commission as minimum remuneration during his tenure within the overall limits as laid down under the provisions Section II of part II of Schedule V to the Companies Act, 2013 as amended/ modified/re-constituted from time to time. Disclosure as required under Schedule V to the Companies Act, 2013 is annexed to this Notice.

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Chairman and Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Neeraj Jain as Executive Chairman and Managing Director of the Company along with a deposit of Rs. 1,00,000/-.

Except Mr. Neeraj Jain, Mr Pankaj Jain and Mrs. Sonal Jain none of the directors are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

ITEM NO.5

Mr. Pankaj Jain aged of about 46 having an experience of more than 25 years in Media Industry. Since inception he performed drudgery and bring company to this level.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on January 14, 2016 approving re-appointment of Mr. Pankaj Jain, as a Whole Time Director of the Company for a further period of Five years with effect from January 15, 2016 to January 14, 2021. This is subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Mr. Pankaj Jain and the terms and conditions of the re-appointment are given below:

- i. Director (Operations) shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii. In the event of inadequacy of profits/losses the Minimum Remuneration in terms of Section II of part II of schedule V shall be effective for the period of three years w.e.f. 15.01.2016.
- iii. The appointment may be terminated by either party giving the other party three months notice or paying three months salary in lieu thereof;
- iv. No Severance fee shall be paid unless otherwise agreed by the board.
- v. If at anytime the Director (Operations) ceases to be Director of the Company for any reason whatsoever, he shall cease to be Whole Time Director of the Company;
- vi. The office of Director (Operations) will be subject to retirement by rotation.”

Details of the salary, perquisites and Reimbursement of Business Expenses



- a) **Designation:** Whole Time Director (Designated as Director (Operations))
- b) **Consolidated Salary:** Maximum upto Rs. 3,50,000/- per month
- c) **Perquisites:** Nil
- d) **Reimbursement of Business Expenses:** on actual basis subject to submission of bill

In case of inadequacy of profits /or no profits in the Company in any financial year, the Director (Operations) shall be entitled to the aforesaid salary, perquisites & allowances and commission as minimum remuneration during his tenure within the overall limits as laid down under the provisions Section II of part II of schedule V to the Companies Act, 2013 as amended/ modified/re-constituted from time to time. Disclosure as required under Schedule V to the Companies Act, 2013 is annexed to this Notice.

The Board of Directors recommends the resolution in relation to the re-appointment of Whole Time Director for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Pankaj Jain as Whole time Director of the Company along with a deposit of Rs. 1,00,000/-.

Except Mr. Neeraj Jain, Mr Pankaj Jain and Mrs. Sonal Jain none of the directors are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

ITEM NO. 6

Mrs. Sonal Jain was appointed as an Additional Director on the Board of the Company w.e.f. March 11, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice along with a deposit of Rs.1 Lac under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Sonal Jain for the office of the Director under the provisions of Section 160 of the Companies Act, 2013. Mrs. Sonal Jain an eminent Professional and bring rich and varied experience to the Board.

Mr. Neeraj Jain, Mr. Pankaj Jain and Mrs. Sonal Jain herself interested in this item no resolution.

ITEM NO. 7

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 7 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the accompanying Notice.



Disclosure as required under Section II of Schedule V of the Companies Act, 2013 is given hereunder:

I. GENERAL INFORMATION-

1.	Nature of Industry	Sea TV Network Limited is a Media Industry
2.	Date or expected date of commencement of commercial production	N.A. since the company is not involve in the production businesses
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Foreign investments or collaborations, if any.	Nil

FINANCIAL PERFORMANCE

Particulars for the year ended	31/03/2016	31/03/2015	31/03/2014
	(Rs. In Lakhs)	(Rs. In Lakhs)	(Rs. In Lakhs)
Total Income	1610.71	1888.99	1870.81
Profit (Loss) before depreciation and taxes	(250.06)	(32.47)	221.17
Less: Depreciation	612.87	636.78	445.29
Less: Current Tax/ Deferred Tax	5.90	26.32	85.45
Profit (Loss) After Tax	(869.33)	(695.57)	(309.57)

II. INFORMATION ABOUT THE APPOINTEE-

		Mr. Neeraj Jain	Mr. Pankaj Jain
1.	Background details	Given in the body of explanatory statement to the item no. 4	Given in the body of explanatory statement to the item no. 5
2.	Past remuneration	Rs. 2,50,000/- P.M.	Rs. 75,000/- P.M.
3.	Recognition or awards	-	-
4.	Job profile and his suitability	He is having an experience of over 25 years in Media Industry. He is enriched with the experience of general management, business administration and operations which all are requisites and important for being selected for the re-appointment for the position of Managing Director of the Company	He is having an experience of over 25 years in Media Industry and handling the work of distribution and networking. It is because of Mr. Pankaj Jain, the network of the company run very effectively and all the complaints of the customers get resolved within the minimum possible time. These all are the requisites and important for being selected for the re-appointment for the position of Whole Time Director of the Company



5.	Remuneration proposed	Maximum upto Rs. 3,50,000/- Per Month	Maximum upto Rs. 3,50,000/- Per Month
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration and being a promoter of the company, holding 67,82,800 shares of the company, he does not having any other pecuniary relationship with the company	Apart from receiving managerial remuneration and being a promoter of the company, holding 46,000 shares of the company, he does not having any other pecuniary relationship with the company

Comparative remuneration profile with respect to industry, size of company, profile of the position and person

The Media and Entertainment industry grew from 1,026 billion in 2014 to 1,157 billion in 2015 and expected to reach 2,260 billion by 2020 which clearly indicates this Industry's growth at a massive pace.

The introduction of DAS- Phase I, II and III at very short intervals, necessitate the expertise knowledge and experience that can implement this new initiative of the Govt of India easily in the market. Mr. Neeraj Jain and Mr. Pankaj Jain have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified commensurate with other organisations of the similar type, size and nature in the media industry.

III . OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

Due to the delay in implementation of Phase III of digitisation and further delays in securing on ground benefits of Phase I and II due to which the subscription revenue is growing at a very slow rate. Company is giving its best efforts to deal with all the tremendous changes made through the introduction of Phase-III.

2. Steps taken or proposed to be taken for improvement:

Company is in process of strengthening its internal policy framework to regain its profitability. Further company is focusing on increasing its expertise management who can easily understand dynamic conditions of the media Industry and cope up with that at a very spontaneously pace. Company is taking each and every endeavour to earn profit for its valuable shareholders and to deal with dynamic market environment and frequent changes in government Policies Company.

3. Expected increase in productivity and profits in measurable terms:

The business and consumer confidence are expected to improve in the coming financial year, geared with a streamlined organizational vision, the company intends to grow its businesses. The Company expects that with the improvement in consumer sentiment and increased consumer spending will enable the growth momentum to pick up. The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV DISCLOSURE

Additional information is given in Corporate Governance report.

**By order of the Board of Directors
For Sea TV Network Limited**

Sd/-
Vandana Rathore
(Company Secretary)

Dated: 03rd September, 2016

Place: Agra



SEA TV NETWORK LIMITED

CIN: L92132UP2004PLC028650

Regd. Office: 148, Manas Nagar, Shahganj, Agra-282010
Tel: 0562-4036666, Fax: 0562-2511070, Email: admin@seatvnetwork.com

ATTENDENCE SLIP

12TH ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the entrance of meeting hall

DP Id*		Name & Address of Registered Shareholders
Client Id*		
Regd. Folio. No.		
No. of Shares Held		

* Applicable for shareholding in electronic form.

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the **12th Annual General Meeting of the Company held on Friday, September 30, 2016 at 03.00 P.M. at Hotel Ramada, 672, Basai, Ring Road Crossing, Fatehabad Road, Agra-282001.**

I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode, on my e-mail ID- instead of physical form.

Signature of Shareholder/Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number

Note: Please read the instructions printed under the Note No.(i) to (xvii) to the Notice dated September 03rd, 2016 of the Twelve Annual General Meeting. The voting period starts from 09:00 a.m. (IST) on Tuesday, September 27, 2016 and ends at 05:00 p.m. (IST) on Thursday, September 29, 2016. The voting module shall be disabled by CDSL for voting thereafter.



SEA TV NETWORK LIMITED

SEA TV NETWORK LIMITED

CIN: L92132UP2004PLC028650

Regd. Office: 148, Manas Nagar, Shahganj, Agra-282010

Tel: 0562-4036666, Fax: 0562-2511070, Email: admin@seatvnetwork.com

FormNo.MGT-11

Proxy form

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered address: _____

E-mail Id: _____

Folio No/Client Id: _____

DPID: _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her
2. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her
3. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the company, to be held on the 30th day of September, 2016 At 3:00 p.m. at place) and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Resolution	For	Against
	ORDINARY RESOLUTIONS		
1.	To receive, consider and adopt the Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the year ended on that date and the reports of Directors' and Auditors' thereon.		
2.	To appoint a director in place of Mr. Pankaj Jain, who retires by rotation and being eligible offers himself for re-appointment		
3.	To appoint M/s. Surendra G. & Company as the auditors of the Company		
	SPECIAL BUSINESS		
4.	Re-appointment of Mr. Neeraj Jain (DIN. 00576497), as Executive Chairman and Managing Director of the Company		
5.	Re-appointment of Mr. Pankaj Jain (DIN. 00509839), as Whole Time Director of the Company		
6.	Regularisation of Additional Director, Mrs. Sonal Jain (DIN. 00509807)		
7.	Determine fees for delivering Documents to the Shareholders		

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate. blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



Route Map from Agra Cantt, Railway Station to Hotel Ramada Agra

