



शाकाहारी होना गर्व की बात है  
जीओ और जीने दो

To,  
Listing Department  
Bombay Stock Exchange  
Floor 1, Phiroze Jeejeeboy Towers  
Dalal Street  
Mumbai-400 001

Dated: 06<sup>th</sup> September, 2024

**Ref: SEA TV NETWORK LIMITED**

**Security Code: 533268 Security ID: SEA TV**

Dear Sir/ Ma'am

**Sub: Submission under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We are enclosing herewith the Notice of the 20<sup>th</sup> Annual General Meeting of the company which will be held through Video Conferencing/ other Audio Visual Means Facility as on dated 30<sup>th</sup> September, 2024 at 10:00 A.M. pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanks & Regards  
Yours faithfully,

**For SEA TV NETWORK LIMITED**

**KARISHM  
A JAIN**  
KARISHMA JAIN  
(Company Secretary & Compliance officer)

Digitally signed by  
KARISHMA JAIN  
Date: 2024.09.06  
13:26:18 +05'30'

**Encl: As Above**

Sea TV Network Limited  
148, Manas Nagar,  
Shahganj, Agra-282010  
Tel : + 91-562-4036666, 2512122  
Fax : + 91-562-2511070

CIN : L92132UP2004PLC028650

e-mail:admin@seatvnetwork.com

www.seatvnetwork.com

# **SEA TV NETWORK LIMITED**

Regd. Office: 148, Manas Nagar, Shahganj, Agra-282010  
Website: [www.seatvnetwork.com](http://www.seatvnetwork.com) E-mail Id: [admin@seatvnetwork.com](mailto:admin@seatvnetwork.com)  
CIN: L92132UP2004PLC028650 Tel: 0562-4036666  
Fax: +91-562-4036666

## **NOTICE OF 20<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE TWENTIETH (20<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF SEA TV NETWORK LIMITED WILL BE HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER, 2024, AT 10:00 A.M INDIAN STANDARD TIME ("IST"), THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS FACILITY TO TRANSACT THE FOLLOWING BUSINESSES: -**

### **❖ Ordinary Business:**

To consider and, if thought, fit to pass, the following resolutions as an **Ordinary Resolution(s)**:

**Item No. 1- To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024 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, 2024 and the report of the Auditors thereon:**

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**Item No. 2- To consider and approve the Appointment of Director in place of Mrs. Sonal Jain, who retires by rotation and being eligible, offers herself for re-appointment:**

“RESOLVED THAT Mrs. Sonal Jain (DIN:00509807), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the company liable to retire by rotation.”

### **❖ Special Business:**

**Item No. 3 To consider Alteration of Object Clause of the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 13, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (“Act”) and subject to such other approvals, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III.(A.) of the Memorandum of Association of the Company relating to its Objects by adding the following sub-clauses

as new sub-clauses(3) (4) and (5) after the existing sub-clause (2) of clause III (A) of the existing Main Objects of MOA of Company as under:

*3. To carry on the business as an internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value-added products and other business applications either for its own use for sale in India or for export outside India Including providing the data transmission services, internet services and other connected services through cable or operating and maintaining the networks /gateways, providing all types of electronic commerce services and related products and applications and to act as agents, representatives, hirers and franchisee in above connection.*

*4. To provide and to operate fixed line, cellular, wireless loop limited mobility and such other telecommunication services, internet services, broadband services, ISDN services, leased line services, VSAT services, to design, develop, install, maintain, operate long-distance domestic and international telecommunications, electronic mail services, globally managed data networks, data telecom networks, video conferencing, international gateway networks, international bandwidth access and to provide data transmission, telecom and information-technology enabled and related services, including but not limited to Call Centers, Business Process Outsourcing Services, Customer Care Centers, Customer Relationship Management, Back Office Processing, Data Entry Medical Transcription, etc.*

*5. To install, operate, design, fabricate, purchase, sell, import, export, trade, engineer, assemble, service, repair, exploit or deal in audio, video and/or computer generated data signal broadcasting, data transfer, transmission, and or reception system/ networks or part thereof which may include ISP, Local Area Network (LAN), Wide Area Network (WAN), satellite television channels, radio channels, entertainment channels in all languages, informative channels, educative channels, microwave multichannel distribution system, fibre optic system, laser beam system, telephonic, personal cellular system, Data Transfer , transmission/reception, Dissembles, by utilizing, using, subscribing, hiring, chartering, renting, leasing or in any other manner exploiting satellite transponders, satellite transmission/reception, processing of audio, video and data communication for information/educational/entertainment and other purposes and to provide internet / web-based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third-party infrastructure and equipment, providing solutions/ packages/ services through applications services provider mode via internet or otherwise in India or abroad*

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company, by adding the following sub-clauses as new sub-clauses(3) (4) and (5) after the existing sub clause (2) of clause III (A) of the existing Main Objects of MOA of Company and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**ITEM NO. 4 To Consider And Approve the in change in terms of Mr. Neeraj Jain, Chairman & Managing Director (DIN : 00576497) for the remaining term**

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee of the Board and approval of Board of Directors of the Company and subject to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to the changes in terms and conditions including remuneration of Mr. Neeraj Jain, (Din: 00576497) as a Chairman and Managing Director of the Company, with effect from October 01, 2024, for the remaining period of the term of Appointment expiring on September 23, 2027, as per the details placed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded for payment of aforesaid remunerations (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Neeraj Jain in compliance with Schedule V of the Companies Act, 2013 and other applicable provisions and laws, if any.

**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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

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

**Place: Agra**

**Date: September 05<sup>th</sup>, 2024**

**Karishma Jain  
Company Secretary & Compliance Officer  
Membership Number: A46124**

## Notes:

In view of the continuing all the provisions of the Companies Act, 2013 (the “Act”), the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and read with all circulars on the matter issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) permitted to convening the (20<sup>th</sup>) Annual General Meeting (“AGM”) through Video Conferencing (“VC”) to transact the business mentioned in the Notice of AGM without the physical presence of the shareholders at the common venue.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY BUT PURSUANT TO THE MCA CIRCULARS, PROVISION FOR APPOINTMENT OF PROXIES BY THE MEMBERS ARE NOT AVAILABLE FOR THE AGM HELD THROUGH VC. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY FOR THIS AGM HAS NOT BEEN PROVIDED TO THE MEMBERS AND THE PROXY FORM IS NOT ANNEXED TO THIS NOTICE.

A. Members attending the AGM through VC shall only be counted for the purpose of quorum under Section 103 of the Act and the attendance of the members shall be reckoned accordingly. No separate attendance form is being enclosed with the notice.

B. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company’s Website [www.seatvnetwork.com](http://www.seatvnetwork.com), websites of the Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com).

C. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the certificate from the Auditors under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by members during the AGM.

D. The Institutional and Corporate Investors (i.e. other than individuals, HUF, NRI, etc.,) are encouraged to attend the AGM through VC by sending a scanned copy (PDF / JPG Format) of its Board / Governing body resolution / Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said resolution / authorization shall be sent to the Scrutinizer by email to [amitguptacs@gmail.com](mailto:amitguptacs@gmail.com) with a copy marked to [bharatb@linkintime.co.in](mailto:bharatb@linkintime.co.in)

E. Members proposing to seek information/clarification with regard to the financial accounts or any matter being placed at the AGM, are requested to write in advance to the Company on or before Saturday, 28<sup>th</sup> September 2024 through email to [cs@seatvnetwork.com](mailto:cs@seatvnetwork.com) The same will be replied by the Company suitably at the AGM.

F. The members present at the AGM who have not cast their votes by availing the remote e-voting facility may cast their votes through e-voting during the AGM.

G. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the results of the voting forthwith

H. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> September 2024 to Monday, 30<sup>th</sup> September 2024 (both days inclusive).

I. Mrs. Sonal Jain, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself 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.

J. The details of the stock exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.

K. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

L. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.

M. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map is not attached to this Notice.

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

**Place: Agra**

**Date: September 05<sup>th</sup>, 2024**

**Karishma Jain**  
**Company Secretary & Compliance Officer**  
**Membership Number: A46124**

# VOTING THROUGH ELECTRONIC MEANS

1. 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 20th Annual General Meeting to be held on 30th September, 2024.
2. The voting period begins on 27th September, 2024 at 9:00 am and ends on 29th September, 2024 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 (23<sup>rd</sup> September, 2024), may cast their vote electronically.

## **The 'Step-by-Step' procedure for Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL:**

#### **METHOD 1 – If registered with CDSL Easi/Easiest facility**

##### **Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **OR**

##### **Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:



1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

## STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

## STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COS. ACT 2013**

#### **ITEM NO. 03:**

The Company always considers new business proposals that have good future prospects and the potential to increase the shareholders' return. Your Board has considered from time to time proposals for diversification into areas that would be profitable for the Company as part of diversification plans. Considering this Board has recommended for alteration in the Object of Clause of the Company.

It is proposed to amend the main object of the Memorandum of Association (MOA) of the Company by way of insertion of new sub-clauses 3, 4 & 5 in the clause III(A) of the main objects of the Company, *to enable and carry on the business as internet service provider or part thereof which may include ISP, Local Area Network (LAN), satellite television channels, radio channels, entertainment channels in all languages, informative channels, educative channels, microwave multichannel distribution system, fibre optic system etc., as mentioned in the resolution proposed for approval at item no. 3.*

These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company to enable the Company to widen the scope of its business activities. Accordingly, the Board of Directors propose to alter Clause III. (A) of the existing Main Objects clause of the MOA of the Company as set out in the resolution at Item No. 3.

The Company, being a listed Company is required to provide the facility of voting by electronic means to its shareholders and hence, may obtain the approval of its shareholders to the alteration of the objects clause of the Memorandum of Association at the Annual General Meeting. The Board of Directors has accorded its approval to the proposed alteration of the Memorandum of Association.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies ('ROC') as per the provisions of the Act with such modifications as may be advised by the ROC. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. Any alteration of the Memorandum of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013. Your directors recommend the passing of the proposed Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution

#### **ITEM NO.4 :**

Mr. Neeraj Jain was appointed as a Chairman & Managing Director for a period of five years at the 18<sup>th</sup> AGM held on September 24, 2022. Since the Company was in default in the repayment of dues/interest of the Banks/Financial Institutions, the Company decided not to make any payment to Mr. Neeraj Jain. Now since the Company has implemented One Time Settlement with the Bank and there is no default subsisting on the date, it is proposed to revise the terms of appointment. The Board on the recommendation of the Nomination & Remuneration Committee has approved the change in term of Mr. Neeraj Jain as Chairman and Managing Director of the Company, for the remaining period of his term with effect from October 01, 2024. The Board on the recommendation of the Nomination & Remuneration Committee has approved the change in the terms and conditions including the remuneration of Mr. Neeraj Jain with effect from October 01, 2024, for his remaining term expiring on September 23, 2027.

Regulation 17(1C) of the Listing Regulations provides that the listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Section 196(4) read with Schedule V of the Companies Act, 2013 and provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders of the Company is required for such appointment.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to the first proviso to Section 197(1) of the Act, the Company in the General Meeting may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to the second proviso to Section 197(1) of the Act, except with the approval of the Company in a General Meeting, by a Special Resolution, the remuneration payable to any one Managing Director or Whole-time Director or Manager shall not exceed five percent of the net profits of the Company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and Manager taken together.

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders of the company by way of a Special Resolution is required for (i) payment of annual remuneration to the executive director, who is a promoter or member of the promoter group of the company, exceeding rupees 5 crore or 2.5 per cent of the net profits (computed as per the provisions of Section 198 of the Act) of the Company, whichever is higher; or (ii) where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company.

**Terms and conditions proposed for the remaining tenure commencing with effect from October 01, 2024 to September 23, 2027:**

- a) Remuneration: Rs. 3,50,000/- per month;
- b) Chairman & Managing Director shall not be entitled to any sitting fees for attending meeting of the Board and/or Committee (s) thereof;
- c) The appointment may be terminated by either party giving the other party three month's notice or paying three months salary in lieu thereof;
- d) No Severance fees shall be paid unless otherwise agreed by the Board;
- e) If at any time the Chairman ceases to be Director of the Company for any reason whatsoever, he shall cease to be Managing Director of the Company;
- f) The office of the Chairman & Managing Director will not be subject to retirement by rotation.

In terms of the provisions of Schedule V to the Act, the payment of aforesaid remuneration shall be made, for the remaining period not exceeding three years in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 4, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of sections 196, 197 read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI Listing Regulations, 2015 for:

- a. The approval for change in terms of Mr. Neeraj Jain on the terms and conditions as set out above for the period of three years from October 01, 2024, in terms of the provisions of section 196(3) and the part I of Schedule V of the Companies Act, 2013;
- b. payment of aforesaid managerial remuneration, even if the aggregate managerial remuneration of all directors exceeds the limit as specified in Section 197 (1) of the Companies Act, 2013;
- c. payment of aforesaid managerial remuneration, even if the Individual limit exceeds five percent of the Net Profits of the Company or the aggregate limit exceeds ten percent of the Net Profits of the Company, in terms of the provisions of the second proviso to section 197(1) of the Companies Act, 2013;
- d. payment of aforesaid managerial remuneration, even if the same exceeds the limits provided in the table provided in Section II of Part II of Schedule V to the Companies Act, 2013; and
- e. payment of aforesaid managerial remuneration, even if the same exceeds five percent of the net profits or Rupees Five crore, whichever is higher, in terms of regulation 17(6)(e) of the SEBI Listing Regulation, 2015.

The Board has considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above remuneration. Details of Mr. Neeraj Jain pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in Annexure to the Explanatory Statement. Details required as per Schedule V to the Act are also given as Annexure to the Explanatory Statement. The above may be treated as a written memorandum setting out the terms of remuneration of Mr. Neeraj Jain under Section 190 of the Act.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given elsewhere in the Annual Report.

The Board recommends the resolution as set out at notice as item no.4 for the members' consideration and approval by way of passing of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company, except Shri Neeraj Jain and Mrs. Sonal Jain as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Neeraj Jain are in any way concerned or interested in the said resolution.

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

**Place: Agra**

**Date: September 05<sup>th</sup>, 2024**

**Karishma Jain**  
**Company Secretary & Compliance Officer**  
**Membership Number: A46124**