

AWARD-WINNING IP DEVELOPMENT COMPANY FOR GAMES

CONTACT US

#### CORPORATE INFORMATION

#### **BOARD OF DIRECTORS:**

Mr. L. Maruti Sanker - Managing Director (DIN: 01095047)

Mrs.L. Hemalatha - Whole-Time Director cum CFO (DIŃ: 02226943)

Mr.B. Mohan Rao Non-Executive Director (DIN: 07233665) Mr. K.Pradeep Kumar Non-Executive Director (DIN: 07062498) Mr.G.Srinivas Rao Non-Executive Director (DIN: 03502650) Mrs. Sita Visalakshi Independent Director (DIN: 06380062) Mr. Mahender Reddy Independent Director (DIN: 09389493) Mr.B. Kiran Kumar Independent Director (DIN: 07499895) Mr.D. Harikrishna Independent Director (DIN: 09302531) Independent Director (DIN:02328744) Mrs. Anupama Mrs. Surabhi Verma Independent Director (DIN:09725877)

#### **COMPANY SECRETARY:**

Mr. Remo John

### **REGISTERED OFFICE:**

5th Floor, Plot No.92, 93 & 94 Kavuri Hills, Madhapur,Hyderabad, Telangana-500081

CORPORATE IDENTITY NUMBER: L72900TG1991PLC013074

#### STATUTORY AUDITORS:

M/s Sathuluri & Co., Chartered Accountants, 3-4-529/6, Gopamma Nilayam, Narayanguda, Hyderabad, Telangana-500027

#### **INTERNAL AUDITOR:**

M/s. DVAK & Co., Hyderabad, Telangana

## **BANKERS:**

Indian Overseas Bank Rajbhavan Road, Hyderabad – 500082.

#### **AUDIT COMMITTEE**

Mr. Harikrishna Duggineni - Chairman Mrs. Anupama Govardhanagiri - Member Mrs. Surabhi Verma - Member Mrs. Sita Visalakshi Chimakurthy - Member

#### **NOMINATION & REMUNERATION COMMITTEE:**

Mr. Harikrishna Duggineni - Chairman Mrs. Sita Visalakshi Chimakurthy - Member Mr.Bommineni Mohan Rao - Member Mr.G.Srinivas Rao - Member

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Harikrishna Duggineni - Chairman Mrs. Sita Visalakshi Chimakurthy - Member Mr. Bommineni Mohan Rao - Member N. Mahender Reddy - Member

#### **RISK MANAGEMENT COMMITTEE:**

Mr. L. Maruti Sanker - Chairman Mr. B. Mohan Rao - Member Mrs. L. Hemalatha - Member

#### **REGISTRAR & SHARE TRANSFER AGENTS:**

M/s. Venture Capital and Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad – 500018 Ph.Nos.040- 23818475/23818476/23868023

Fax: 040-23868024

**LISTED: BSE Limited** 

**ISIN: INE454F01010** 

Investor E-Mail Id: investors@7seasent.com

#### **NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the members of M/s. 7Seas Entertainment Limited will be held on Friday, the 30th day of September, 2022 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

#### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited Balance Sheets as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
- 2. To appoint a director in place of Mr.B. Mohan Rao (DIN: 07233665) who retires by rotation and being eligible, offers himself for re-appointment.

## **Special Business:**

#### 3. Appointment of Mr. K. Pradeep Kumar as Non-Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of members, Mr. K.Pradeep Kumar, who was appointed as an Additional Director (Category: Non-Executive, Non-Independent Director) of the Company with effect from 08.11.2022 by the Board and who holds office up to the date of this Annual General Meeting or the last date on which AGM should have been held, whichever is earlier, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 4. Appointment of Mr. G.Srinivas Rao as Non-Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of members, Mr.G.Srinivas Rao, who was appointed as an Additional Director (Category: Non-Executive, Non-Independent Director) of the Company with effect from 03.09.2022 by the Board and who holds office up to the date of this Annual General Meeting or the last date on which AGM should have been held, whichever is earlier, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. Appointment of Mrs. G. Anupama as a Non-Executive Independent Director 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 the provisions of Sections 149, 152—152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. G Anupama, who was appointed as additional Director of the Company in the Independent category in the board meeting held on 03.09.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 03.09.2022 to 02.09.2027 who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

# 6. Appointment of Mrs. Surabhi Verma Anupama as a Non-Executive Independent Director 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 the provisions of Sections 149, 152 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Surabhi Verma, who was appointed as additional Director of the Company in the Independent category in the board meeting held on 03.09.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 03.09.2022 to 02.09.2027 who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 7. Appointment of Mr.B. Kiran Kumar as a Non-Executive Independent Director 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 the provisions of Sections 149, 152—152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr.B. Kiran Kumar, who was appointed as additional Director of the Company in the Independent category in the board meeting held on 08.11.2021 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 08.11.2021 to 07.11.2026 who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## 8. Appointment of Mr. N. Mahender Reddy as a Non-Executive Independent Director 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 the provisions of Sections 149, 152—152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Mahender Reddy, who was appointed as additional Director of the Company in the Independent category in the board meeting held on 08.11.2021 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 08.11.2021 to 07.11.2026 who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board of 7Seas Entertainment Limited

Sd/-L. Maruti Sanker Managing Director (DIN: 01095047)

Date:03.09.2022 Place: Hyderabad

#### NOTES:

- 1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular No. 03/2022 dated 05.05.2022, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/ 62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- 2. The Deemed Venue of the 31st AGM of the Company shall be its Registered Office.
- 3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
- 4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
- 5. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
- 6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 7. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2021-2022 will also be available on the Company's website www.7seasent.com, BSE Limited website i.e. www.bseindia.com.
  - Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email: info@vccilindia.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.
- 8. 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.
- 9. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
- 10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24.09.2022 to Friday, 30.09.2022 (both days inclusive) for the purpose of AGM.
- 11. Mr. Basi Reddy Vinay Kumar Reddy, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, and www.evotingindia.com (agency providing e-Voting facility).

- 12. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at corp7seasent@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
- 13. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
- 14. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
- Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
- b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID info@vccilindia.com along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
- 15. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
- 16. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
- 17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

#### 18. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

#### A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Tuesday, September 27, 2022 (9.00 A.M. IST) and ends on Thursday, September 29, 2022 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 23, 2022.
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.

 Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	a. Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/ myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.
	b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL, so that the user can visit the ESP website directly.
	c. If the user is not registered for Easi/Easiest, option to register is a v a i l a b l e a t h t t p s : / / w e b . cdslindia.com/myeasi/Registration/EasiRegistration.
	d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/ Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.
Individual Shareholders holding securities in Demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.
	b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.
	c. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

d. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
g. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
b. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
c. Click on Company name or e-Voting service provider name - CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30