

30TH ANNUAL GENERAL MEETING
7SEAS ENTERTAINMENT LIMITED



INDIA'S FIRST ISO 9001:2008 Certified Independent Games Development
Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. L. Maruti Sanker	-- Managing Director	(DIN: 01095047)
Mrs. L. Hemalatha	-- Whole-Time Director & CFO	(DIN: 02226943)
Mr. B. Mohan Rao	-- Director	(DIN: 07233665)
Mrs. C. Sita Visalakshi	-- Independent Director	(DIN: 06380062)
Mr. Narra Venkateswarlu	-- Independent Director	(DIN: 08468341)
Mr. Harikrishna Duggineni	-- Additional Independent Director	(DIN: 09302531)

COMPANY SECRETARY

Mr. Remo John

REGISTERED OFFICE

Plot No. 60, Flat No. 301, 3rd floor,
"Abhi's Hiranya", Kavuri hills,
Madhapur, Hyderabad-500033,
Telangana, India.

CORPORATE IDENTITY NUMBER:

L72900TG1991PLC013074

AUDITORS

M/s Sathuluri & Co.,
Chartered Accountants,
3-4-529/6, Gopamma Nilayam,
500027, Lingampally Street Number 6,
Chitrapuri Colony, Bagh Lingampalli,
Narayanguda, Hyderabad, Telangana-
500027

INTERNAL AUDITOR

M/s. DVAK & Co., Hyderabad

BANKERS

Indian Overseas Bank
Rajbhavan Road, Hyderabad –
500082.

AUDIT COMMITTEE

Mr. Venkateswarlu Narra - Chairman
Mrs. C. Sita Visalakshi - Member
Mr. Harikrishna Duggineni - Member
Mr. B. Mohan Rao - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Venkateswarlu Narra - Chairman
Mrs. C. Sita Visalakshi - Member
Mr. Harikrishna Duggineni - Member
Mr. B. Mohan Rao - Member

STAKEHOLDER RELATIONSHIP COMMITTEE:

Mr. Venkateswarlu Narra - Chairman
Mrs. C. Sita Visalakshi - Member
Mr. Harikrishna Duggineni - Member
Mr. B. Mohan Rao - 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
WEBSITE : www.7seasent.com
INVESTOR E-MAIL ID:
investors@7seasent.com

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of M/s. 7Seas Entertainment Limited will be held on Thursday, the 30th day of September, 2021 at 01:00 P.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 Sheet as at 31st March, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. L. Hemalatha (DIN: 02226943) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Increase in Authorised Share Capital of the Company

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.11,25,00,000/- (Rupees Eleven Crores and Twenty-Five Lakhs only) divided into 1,12,50,000 (One Crores Twelve Lakhs and Fifty Thousand Only) equity Shares of Rs.10/- each to Rs.15,20,00,000/- (Rupees Fifteen Crores Twenty Lakhs Only) divided into 1,52,00,000 (One Crores Fifty-Two Lakhs Only) equity Shares of Rs.10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

"V. The Authorised Capital of the Company is Rs.15,20,00,000/- (Rupees Fifteen Crores Twenty Lakhs Only) divided into 1,52,00,000 (One Crores Fifty-Two Lakhs Only) equity Shares of Rs.10/- each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. Issue of equity shares on preferential allotment basis to the promoter on conversion of loan into equity:

To consider and if thought fit, pass, the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 7,50,000 (Seven Lacs Fifty Thousand) fully paid-up Equity Shares of Rs.10/- each at an issue price of Rs. 11/- (Rupees Eleven Only) each including a premium of Rs. 1/- per share aggregating to Rs. 82,50,000/- (Rupees Eighty-Two Lakhs Fifty Thousand only) (i.e. in lieu of conversion of Loan into Equity shares) to Mr. Maruti Sanker, belonging to the Promoter Group of the Company on Preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date."

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is 31stAugust, 2021 i.e., the 30 days prior to the date of this Meeting."

- i. The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- ii. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner

- during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted thereunder;
- iii. Allotment shall only be made in dematerialized form;
 - iv. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
 - v. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Annual General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Securities and Exchange Board of India (SEBI), Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.
 - vi. The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
 - vii. The Equity Shares allotted shall be subject to a Lock in for such period as specified under Chapter V of SEBI (ICDR) Regulations, 2018 relating to preferential Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari-passu and inter-se with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub- Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

5. To consider and approve issue of Equity Shares on preferential basis:

To consider and if thought fit, pass the following resolution, as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “Listing Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the “SEBI Takeover Regulations”) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), SEBI, institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in dematerialised form upto 32,75,000 (Thirty-Two Lakhs Seventy-Five Thousand Only) Equity Shares of face value of Rs.10/- each of the Company, fully paid-up, at a price of Rs.11/- per Equity Share (**“Issue Price”**) including a premium of Rs.1/- per Equity Share, aggregating up to Rs.3,60,25,000/- (Rupees Three Crores Sixty Lakhs Twenty Five Thousand Only) to Non-Promoter Indian Individuals, (“Proposed Allottee”) for consideration in cash, such price being not less than the minimum price as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the price for the Preferential Issue of Equity Shares be 31st August, 2021 (“Relevant Date”), being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, issue of the Equity Shares to Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to

the requirements of all applicable laws, and provisions of the Memorandum of Association and Articles of Association of the Company.

- ii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- iii. The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the term of issue of Equity Shares, subject to the provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to Proposed Allottees, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchange(s) and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and listing thereof with the Stock Exchange(s) as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

6. To appoint Mr. Harikrishna Duggineni (DIN: 09302531) as an Independent Director:

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s)

or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Mr.Harikrishna Duggineni (DIN: 09302531) who was appointed as an Additional Non-Executive Independent Director 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 his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (Five) years effective from 4th September, 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things and to take all such steps, as may be necessary, proper or expedient to give effect to this resolution including signing and filing necessary statutory forms with Registrar of Company.”

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

**Sd/-
L. Maruti Sanker
Managing Director
(DIN: 01095047)
Place: Hyderabad
Date: 04.09.2021**

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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.
6. The Company has enabled the Members to participate at the 30th AGM through the VC / OAVM facility provided by Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agent. The instructions for participation by Members are given in the subsequent paragraphs. Members may note that the VC facility provided by Venture Capital and Corporate Investments Private Limited, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first- come-first-served principle.

7. The Company has appointed Ms. Priyanka Rajora, Practising Company Secretary (Membership No. ACS 38168) (PCS No.22886), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.7seasent.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
9. In terms of Articles of Association of the Company, Mrs. L. Hemalatha (DIN: 02226943) is retiring by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Information about them, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is contained in the statement annexed hereto as Annexure-A.
10. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
11. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2021 to 30.09.2021 (both days inclusive) for the purpose of AGM.
13. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited).
15. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Further, the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate

Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.

16. As per SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
17. 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.
18. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission/transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
19. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
20. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
21. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021.
22. Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM 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. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, not later than 48 hours of conclusion of the AGM. This report shall be made to the Chairperson or any other person authorized by the Chairperson, who shall declare the result of the voting forthwith. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.7seasent.com and the website of the Registrar and Share Transfer Agent viz., www.vccipl.com immediately after the declaration of the result by the Chairperson or a person authorized by the Chairperson. The results shall also be immediately forwarded to the BSE Limited.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

24. Instructions for e-voting and joining the AGM are as follows:

A. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- II. The remote e-voting period commences on Monday, September 27, 2021 (9:00 a.m. IST) and ends on Wednesday, September 29, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 23, 2021, i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only

facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

VI. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the</p>

<p>holding securities in demat mode with NSDL</p>	<p>following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 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. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) 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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding Securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

VII. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

(DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach 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 to be also 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.
- ix. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a 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.

B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

- i. 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 in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; info@7seasent.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

D. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

- ii. For Demat shareholders -, please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL 16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

E. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM& E-VOTING DURING THE MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- v. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- vi. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- viii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id viz; info@7seasent.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - x. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
 - xi. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
25. 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 or call 1800225533.
26. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NMJoshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
28. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.7seasent.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

For and on behalf of the Board
7 Seas Entertainment Limited

Sd/-
L. Maruti Sanker
Managing Director
(DIN: 01095047)
Place: Hyderabad
Date: 04.09.2021

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No.3

The present Authorised Share Capital of the Company is Rs.11,25,00,000 (Rupees Eleven Crores and Twenty-Five Lakhs only) divided into 1,12,50,000 (One Crores Twelve Lakhs and Fifty Thousand Only) equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 4th September, 2021 had proposed for increasing the Authorised Share Capital from Rs.11,25,00,000/- (Rupees Eleven Crores and Twenty Five Lakhs only) divided into 1,12,50,000 (One Crores Twelve Lakhs and Fifty Thousand Only) equity Shares of Rs.10/- each to Rs.15,20,00,000/- (Rupees Fifteen Crores Twenty Lakhs Only) divided into 1,52,00,000 (One Crores Fifty-Two Lakhs Only) equity Shares of Rs.10/- each, by creation of 39,50,000 (Thirty Nine Lakhs Fifty Thousands Only) additional equity share of Rs.10/- each, subject to shareholders' approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs.11,25,00,000/- (Rupees Eleven Crores and Twenty-Five Lakhs only) divided into 1,12,50,000 (One Crores Twelve Lakhs and Fifty Thousand Only) equity Shares of Rs.10/- each to Rs.15,20,00,000/- (Rupees Fifteen Crores Twenty Lakhs Only) divided into 1,52,00,000 (One Crores Fifty-Two Lakhs Only) equity Shares of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No.4

The Board in its meeting held on September 04, 2021 have approved the proposal of issue of 7,50,000 Equity Shares of Rs. 10/- each.

The disclosures in terms the SEBI ICDR Regulations and the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

i. The Objects of the Preferential Issue:

The funds raised is utilized for general corporate purposes.

ii. Maximum number of equity shares to be issued:

7,50,000 (Seven Lacs Fifty Thousand) fully paid-up Equity Shares of Rs.10/- each in lieu of conversion of loan into equity shares of the company at such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Class or classes of persons to whom the allotment is proposed to be made:

S.No	Name of the Investor	Class	No. of shares held	No. of shares to be offered	Pre-Preferential Holding (%) to pre-preferential capital	Post-Preferential Holding (%) to pre-preferential capital
1	L. Maruti Sanker	Promoter	44,59,764	7,50,000	40.14	34.42

iv. The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

The Company has received a letter of intent from the Promoter Director, Mr. L. Maruti Sanker indicating its intention to subscribe to the proposed preferential issue. Except for the said Director who will subscribe to the Equity Shares as part of the proposed preferential issue, none of the Directors or Key Managerial Personnel intends to subscribe to the proposed preferential issue.

v. Change in control:

As a result of the proposed Preferential Issue of Equity Shares, there will be no change in the control or management of the Company.

vi. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the **price** for the preferential issue of the Equity Shares is 31st August, 2021 ("Relevant Date") being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of the Equity Shares.

vii. Basis on which the price has been arrived at and justification for the price (including premium, if any):

Pursuant to Regulation 165 of SEBI (ICDR) Regulations, 2018, it is stated that

Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

In compliance, with regulation 165 of SEBI (ICDR) Regulation 2018 read with relevant provisions of Companies Act, 2013 valuation report submitted by Mr. G. Murali Reddy, FCA, Registered Valuer, (IBBI Reg.Valuer No. IBBI/RV/02/2019/11566), resident of Flat No -507, Everest Block, 'C' Block, 5th Floor, Aditya Enclave, Mythrivanam, Beside Ameerpet Metro Station, Hyderabad-500038, Telangana, India have been referred for determining the price of the equity shares as per ICDR Regulations and it is fixed at Rs.11/- vide reported dated 04th September 2021.

viii. The Company hereby undertakes that:

The Company hereby undertake to re-compute the price of Equity Shares, in accordance of the SEBI ICDR Regulations, as may be required.

ix. Lock-in period:

The Equity Shares proposed to be issued as per the Item No.4 of this Notice and the pre-preferential shareholding of the proposed allottee shall be subject to lock-in, if any, as per the applicable regulation of Chapter V of the SEBI ICDR Regulations.

x. Proposed time within which the allotment shall be completed:

The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the Special Resolution by the Members. Provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities or the Government of India, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approval(s) or permission(s).

xi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The Company proposes to issue Equity Shares by way of preferential issue as per the details given herein below:

Name of the Proposed subscriber	Category	Natural persons who are the ultimate beneficial owners of the shares	Pre-Preferential Issue		New Allotment	Post Issue (considering Equity Shares issued through this Notice)	
			No. of Shares held	% of Holding	No. of Shares to be allotted	No. of Shares held	% of Holding
Mr. L. Maruti Sanker	Promoter	Not Applicable	44,59,764	40.14	7,50,000	52,09,764	34.42
Total			44,59,764	40.14	7,50,000	52,09,764	34.42

Note: The post-allotment shareholding calculated above assumes issue and allotment of 32,75,000 (Thirty-Two Lakhs Seventy-Five Thousand Only) Equity Shares to the Non-Promoter Indian Individual (for cash) under Preferential Allotment and also assumes issue and allotment of 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares to promoter (pursuant to conversion of loan) under Preferential Allotment.

xii. The shareholding Pattern of the Company before and after Preferential Issue:

SR. No.	Category	Shareholding Pre-Issue*		Shareholding Post-Issue	
		No. of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
A. Promoters' Holding					
1.	Indian	5559764	50.04	6309764	41.69
	Body Corporates	0	0.00	0	0
	Sub-Total	5559764	50.04	6309764	41.69
2.	Foreign Promoters	0	0.00	0	0
	Sub-Total (A)	5559764	50.04	6309764	41.69
B. Non-Promoter Holding					
1.	Institutional Investors	0	0.00	0	0.00
2.	Non-Institutional Investors	0	0.00	0	0.00
	Corporate Bodies	3099	0.03	3099	0.02
	Indian Public	5490391	49.42	8765391	57.91
	Others including Non-Resident Indians (NRI)	57646	0.52	57646	0.38
3.	Non-Promoter Non-Public	0	0.00	0	0.00
	Sub-Total (B)	5551136	49.96	48776136	58.98
	Grand Total (A+B)	11110900	100.00	15135900	100.00

Note: The post-allotment shareholding calculated above assumes issue and allotment of 32,75,000 (Thirty-Two Lakhs Seventy-Five Thousand Only) Equity Shares to the Non-Promoter Indian Individual (for cash) under Preferential Allotment and also assumes issue and allotment of 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares to promoter (pursuant to conversion of loan) under Preferential Allotment.

xiii. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said notice of AGM.

xiv. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

This allotment is proposed to be made to the Proposed Equity Share Holder, Mr. L Maruti Sanker in lieu of the conversion of unsecured loan. The issuance of equity shares, shall be adjusted against the Unsecured Loan availed by the Company from Proposed Equity Holder. In terms of the SEBI (ICDR) Regulations, 2018 the issue price of securities has been certified by an independent valuer.

xv. Other Disclosures / Undertakings:

- Neither the Director nor promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. However, Company's name has been included in the list of wilful defaulters.

Disclosure as specified in Schedule VI of SEBI (ICDR) Regulation, 2018

1. **Name of the Person Declared as Wilful Defaulter** – 7Seas Entertainment Ltd
 2. **Name of the Bank declaring the person as a wilful defaulter** – Indian Overseas Bank
 3. **Year in which the person was declared as a wilful defaulter** – 2020
 4. **Outstanding amount when the person was declared as a wilful defaulter** – Rs. 405.27 Lacs
 5. **Steps taken, if any, by the person for removal of its name from the list of wilful defaulters** – Company has been negotiating with the Bank for one time settlement which got a little delayed due to outbreak of covid-19. However, the present amount outstanding, even under the present outbreak, stands at Rs.2.28 Crores.
 6. **Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision** - Nil
- Neither the Company, nor its directors or promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations 2018 except as aforementioned.
 - The Company hereby undertakes that neither the Company's name nor any of its Promoter or Directors name has been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

- The Company is eligible to make the preferential allotment to its proposed allottees under Chapter V of the SEBI (ICDR) Regulations, 2018.
- Report of the registered valuer is as required under the SEBI (ICDR) Regulations, 2018 and Companies Act, 2013 for the proposed Preferential Issue shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.
- A copy of the certificate from M/s. Sathuluri & Co, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018 shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.
- The Promoter/Promoter Group of the Company have not sold or transferred Equity Shares in the six months preceding the Relevant Date.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any preferential issue to any person or entity, during the year.
- No contribution is being made by the Directors of the Company (other than Mr. L. Maruti Sanker) either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company has not bought back any Equity Shares.
- In the past the Promoters have subscribed to all warrants offered to them and no warrant has lapsed: Not Applicable
- Principle terms of assets charged as securities: Not Applicable

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No.4 of the accompanying Notice for the approval of Members as a Special Resolution.

None of the Directors except Mr. L. Maruti Sanker, Managing Director and Mrs. L. Hemalatha, Whole-Time Director & Chief Financial Officer, and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No.4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Item No.5

The Board in its meeting held on September 04, 2021 have approved the proposal of issue of 32,75,000 Equity Shares of Rs. 10/- each.

The disclosures in terms of the SEBI ICDR Regulations and the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

i. Objects of the Issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company, long-term working capital and general corporate purposes.

ii. Maximum number of equity shares to be issued:

The Board of Directors in their meeting held on 4th September, 2021 approved issue of 32,75,000 Equity Shares of face value of Rs.10/- each of the Company, fully paid-up, at a price of Rs.11/- per Equity Share, including a premium of Rs.1/- per Equity Share, aggregating up to Rs.3,60,25,000/- (Rupees Three Crores Sixty Lakhs Twenty-Five Thousand Only) for consideration in cash, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Non-Promoter Indian Individuals as stated below:

S.No	Name of the Investor	Class	Natural persons who are the ultimate beneficial owners of the shares	No. of shares held	No. of shares to be offered	Pre-Preferential Holding (%) to pre-preferential capital	Post-Preferential Holding (%) to post-preferential capital
1.	Prasanth Gangavarapu	Non Promoter - Individual	NA	0	10,00,000	0.00	6.61
2.	Tangella Uday Srinivas	Non Promoter - Individual	NA	0	10,00,000	0.00	6.61
3.	Sravan Kumar Bolla	Non Promoter - Individual	NA	0	3,00,000	0.00	1.98
4.	Pradeep Kumar Kamiseti	Non Promoter - Individual	NA	0	1,00,000	0.00	0.66

5.	Kancheti Surendra	Non Promoter - Individual	NA	27,000	1,00,000	0.24	0.84
6.	Ravuri Leela Prasad	Non Promoter - Individual	NA	0	1,00,000	0.00	0.66
7.	Veeramachaneni Sai Prasad	Non Promoter - Individual	NA	32,873	1,00,000	0.30	0.88
8.	Gandra Srinivas Rao	Non Promoter - Individual	NA	1,000	1,00,000	0.01	0.67
9.	Lanka V N Muralidhar	Non Promoter - Individual	NA	500	50,000	0.00	0.33
10.	Bala Krishna Sukhavasi	Non Promoter - Individual	NA	0	75,000	0.00	0.50
11.	Gopu Shanthi	Non Promoter - Individual	NA	0	1,00,000	0.00	0.66
12.	L Hari Babu	Non Promoter - Individual	NA	0	1,00,000	0.00	0.66
13.	Munavath Ravinder	Non Promoter - Individual	NA	0	1,00,000	0.00	0.66
14.	Rajdeep Sandhu	Non Promoter - Individual	NA	0	50,000	0.00	0.33
	Total			61,373	32,75,000	0.55	22.04

All the proposed allottees come under the category of Non-Promoter Individual group and the identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted are not applicable.

iv. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

None of the directors and the key managerial personnel of the Company and their relatives are in any way, concerned or interested in the said resolution and would not subscribe to the Preferential Issue except as mentioned in Item No 5.

v. Change in control:

As a result of the proposed Preferential Issue of Equity Shares, there will be no change in the control or management of the Company.

vi. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the **price** for the preferential issue of the Equity Shares is 31st August, 2021 ("Relevant Date") being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the preferential Issue of the Equity Shares.

vii. Basis on which the price has been arrived at and justification for the price (including premium, if any):

Pursuant to Regulation 165 of SEBI (ICDR) Regulations, 2018, it is stated that

Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

In compliance, with regulation 165 of SEBI (ICDR) Regulations, 2018 read with relevant provisions of Companies Act, 2013 valuation report submitted by Mr. G. Murali Reddy, FCA, Registered Valuer, (IBBI Reg. Valuer No. IBBI/RV/02/2019/11566), resident of Flat No -507, Everest Block, 'C' Block, 5th Floor, Aditya Enclave, Mythrivanam, Beside Ameerpet Metro Station, Hyderabad-500038, have been referred for determining the price of the equity shares as per ICDR Regulations and it is fixed at Rs.11/- vide reported dated 4th September , 2021.

viii. Undertaking as to re-computation of price:

The Company hereby undertake to re-compute the price of Equity Shares, in accordance of the SEBI ICDR Regulations, as may be required.

ix. Lock-in period:

The Equity Shares proposed to be issued as per the Item no.5 of this Notice and the pre-preferential shareholding of the proposed allottee shall be subject to lock-in, if any, as per the applicable regulation of Chapter V of the SEBI (ICDR) Regulations, 2018.

x. Proposed time within which the allotment shall be completed:

The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the Special Resolution by the Members. Provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities or the Government of India, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approval(s) or permission(s).

xi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

S. no	Name of the Investor	No. of shares held	No. of shares to be offered	Pre-Preferential Holding (%) to pre-preferential capital	Post-Preferential Holding (%) to post-preferential capital
1.	Prasanth Gangavarapu	0	10,00,000	0.00	6.61
2.	Tangella Uday Srinivas	0	10,00,000	0.00	6.61
3.	Sravan Kumar Bolla	0	3,00,000	0.00	1.98
4.	Pradeep Kumar Kamisetti	0	1,00,000	0.00	0.66
5.	Kancheti Surendra	27,000	1,00,000	0.24	0.84
6.	Ravuri Leela Prasad	0	1,00,000	0.00	0.66
7.	Veeramachaneni Sai Prasad	32,873	1,00,000	0.30	0.88
8.	Gandra Srinivas Rao	1,000	1,00,000	0.01	0.67
9.	Lanka V N Muralidhar	500	50,000	0.00	0.33
10.	Bala Krishna Sukhavasi	0	75,000	0.00	0.50
11.	Gopu Shanthi	0	1,00,000	0.00	0.66
12.	L Hari Babu	0	1,00,000	0.00	0.66
13.	Munavath Ravinder	0	1,00,000	0.00	0.66
14.	Rajdeep Sandhu	0	50,000	0.00	0.33

Note: The post-allotment shareholding calculated above assumes issue and allotment of 32,75,000 (Thirty-Two Lakhs Seventy-Five Thousand Only) Equity Shares to the Non-Promoter Indian Individual (for cash) under Preferential Allotment and also assumes issue and allotment of 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares to promoter (pursuant to conversion of loan) under Preferential Allotment.

xii. The shareholding pattern of the Company before and after the preferential issue:

SR. No.	Category	Shareholding Pre-Issue		Shareholding Post-Issue	
		No. of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
A. Promoters' Holding					
1.	Indian	5559764	50.04	6309764	41.69
	Body Corporates	0	0.00	0	0
	Sub-Total	5559764	50.04	6309764	41.69
2.	Foreign Promoters	0	0.00	0	0
	Sub-Total (A)	5559764	50.04	6309764	41.69
B. Non-Promoter Holding					

1.	Institutional Investors	0	0.00	0	0.00
2.	Non-Institutional Investors	0	0.00	0	0.00
	Corporate Bodies	3099	0.03	3099	0.02
	Indian Public	5490391	49.42	8765391	57.91
	Others including Non-Resident Indians (NRI)	57646	0.52	57646	0.38
3.	Non-Promoter Non-Public	0	0.00	0	0.00
	Sub-Total (B)	5551136	49.96	8776136	58.98
	Grand Total (A+B)	11110900	100.00	15135900	100.00

Note: The post-allotment shareholding calculated above assumes issue and allotment of 32,75,000 (Thirty-Two Lakhs Seventy-Five Thousand Only) Equity Shares to the Non-Promoter Indian Individual (for cash) under Preferential Allotment and also assumes issue and allotment of 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares to promoter (pursuant to conversion of loan) under Preferential Allotment.

xiii. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said notice of AGM.

xiv. Other Disclosures / Undertakings:

- Neither the Director nor promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. However, Company's name has been included in the list of wilful defaulters.

Disclosure as specified in Schedule VI of SEBI (ICDR) Regulation, 2018

- Name of the Person Declared as Wilful Defaulter** – 7Seas Entertainment Ltd
- Name of the Bank declaring the person as a wilful defaulter** – Indian Overseas Bank
- Year in which the person was declared as a wilful defaulter** – 2020
- Outstanding amount when the person was declared as a wilful defaulter** – Rs. 405.27 Lacs
- Steps taken, if any, by the person for removal of its name from the list of wilful defaulters** – Company has been negotiating with the Bank for one time settlement which got a little delayed due to outbreak of covid-19. However, the present amount outstanding, even under the present outbreak, stands at Rs.2.28 Crores.

- **Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision – Nil**
- Neither the Director nor promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. However, Company's name has been included in the list of wilful defaulters.
- None of the Allottees have sold or transferred Equity Shares in the six months preceding the Relevant Date.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company has not bought back any Equity Shares.
- In the past the Promoters have subscribed to all warrants offered to them and no warrant has lapsed: Not Applicable
- A copy of the certificate from M/s. Sathuluri & Co, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018 shall be available for inspection by the Members at the Registered Office of the Company between 09:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.
- Principle terms of assets charged as securities: Not Applicable

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item of the Annual General Meeting Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and recommend the Special Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or any of Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

Item No.6

The Board of Directors in its meeting held on 04th September, 2021 and on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Harikrishna Duggineni, as Additional Non-Executive Independent Director) of the Company for a term of 5 years with effect from 04th September, 2021, based on his skills, experience and report of their performance evaluation subject to approval of members in the ensuing general meeting. As the appointment is subject to the approval of the shareholders at this Annual General Meeting by way of an Ordinary Resolution.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company.

In the opinion of the Board, Mr. Harikrishna Duggineni fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Mr. Harikrishna Duggineni as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Company has received from Mr. Harikrishna Duggineni (i) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that he is not disqualified in accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

The Board recommends appointment of Mr. Harikrishna Duggineni as an Independent Director of the company, as set out in Item No 6 of the Notice, for approval of the shareholders.

Details pursuant to Regulation 36 of SEBI (Listing obligations and disclosures requirements). Regulations 2015, and Secretarial Standard - II, on General Meeting issued by the Institute of Company Secretaries of India, is attached as Annexure - A.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 6.

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

**Sd/-
L. Maruti Sanker
Managing Director
(DIN: 01095047)
Place: Hyderabad
Date: 04.09.2021**

Information of Director seeking appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Director	Mrs. L. Hemalatha	Harikrishna Duggineni
Director Identification Number (DIN)	02226943	09302531
Date of Birth	30-10-1980	18/08/1982
Date of Appointment	27 th March, 2015	04 th September, 2021
Job Profile and Expertise in specific functional Areas	Mrs. L. Hemalatha is a B.Sc Graduate, with an experience of around 8 years in game testing field.	Mr.Harikrishna Duggineni is actively involved in the areas of Auditing, Taxation, Secretarial matters and Project Financing.He has been conducting internal audit and Internal Financial controls audit of Listed Entities, carrying out Bank Audits and providing services in the field of accounts, Income Tax.
Qualifications	B.Sc Graduate	B.Com, ACMA, F.C.A.
Terms and Conditions of appointment	As mentioned in the respective resolution and explanatory statement passed in AGM dated 28 th Dec, 2020	As mentioned in the respective resolution and explanatory statement
Remuneration sought to be paid	Not exceeding the limit specified under Schedule V to the Companies Act, 2013	Nil
Number of Meetings of the Board during the year	4	Nil
Shareholding in the Company	4,00,000	Nil
Relationship with Director, Manager and Key Managerial Personnel	Spouse of Mr. L. Maruti Sanker, Managing Director	None
Directorship held in other Companies in India	None	None
Membership/ Chairmanship of Committees in other Companies in India	None	None

For 7 Seas Entertainment Limited

Sd/-

L. Maruti Sanker
Managing Director
(DIN: 01095047)

Place: Hyderabad

Date: 04.09.2021