



CIN-L92132UP2004PLC028650

Sea TV Network Limited

148, Manas Nagar Shahganj, Agra-282010

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ANNEXURE

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

| | |
|--|--|
| 1. Name of the Company | SEA TV NETWORK LIMITED |
| 2. Annual financial statements for the year ended | 31 st March 2014 |
| 3. Type of Audit observation | Un-qualified |
| 4. Frequency of observation | N.A. |
| 5. To be signed by- <ul style="list-style-type: none"> • Managing Director • DIRECTOR • Auditor of the company • Audit Committee Chairman |     |

For Sea TV Network Limited

Surinder Singh Bhatia
 (Company Secretary & Compliance Officer)



*The world of
entertainment...*



Annual Report
2013-14



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Neeraj Jain – Chairman and Managing Director

Akshay Kumar Jain – Whole time Director

Pankaj Jain – Whole time Director

NON-EXECUTIVE DIRECTOR

Rajeev Kumar Jain

Narendra Kumar Jain

Tika Ram Sharma

COMPANY SECRETARY AND COMPLIANCE OFFICER

Surinder Singh Bhatia
148, Manas Nagar, Shahganj,
Agra-282010

STATUTORY AUDITOR

Surendra G. & Company
7-D, First Floor, Block-57,
Sanjay Place, Agra-282002

INTERNAL AUDITOR

A.J Associates
Shop No. 9, Block 7, Shoe Market,
Sanjay Place, Agra- 282002

REGISTERED OFFICE

148, Manas Nagar,
Shahganj
Agra, 282010
Website: <http://seatvnetwork.com>

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai-400078



PERFORMANCE AT A GLANCE

| Particulars | Units | Financial Year Ended March 31 st 2014 | |
|---|--------------|---|---------|
| | | 2014 | 2013 |
| Based on Statement of Operations | | | |
| Total Income | Rs. (In Lac) | 1870.81 | 1467.11 |
| EBITDA | Rs. (In Lac) | 615.96 | 388.33 |
| Cash Profit From Operations | Rs. (In Lac) | 221.17 | 311.80 |
| Earning before Tax | Rs. (In Lac) | (224.12) | 184.47 |
| Profit after Tax | Rs. (In Lac) | (309.57) | 123.81 |
| Based on Balance Sheet | | | |
| Stockholder's Equity | Rs. (In Lac) | 5734.50 | 6044.07 |
| Net Debt | Rs. (In Lac) | 4862.68 | 2162.09 |
| Capital Employed | Rs. (In Lac) | 10597.18 | 8206.16 |
| Key Ratios | | | |
| EBITDA Margin | % | 32.92 | 26.46 |
| Net Profit Margin | % | (16.55) | 8.44 |
| Return on Stockholders' equity | % | (5.40) | 2.04 |
| Return on Capital Employed | % | (2.92) | 1.51 |
| Net Debt to EBITDA | Times | 7.89 | 5.56 |
| Interest Coverage Ratio | Times | 0.43 | 3.79 |
| Net Debt to Shareholder's Equity | Times | 0.85 | 0.36 |
| Earning Per Share (Basic) | Rs. | (2.58) | 1.03 |



CHAIRMAN'S MESSAGE



Dear Shareholders,

It is with no small measure of pride that I look back and see over a decade of innovation, passion, outstanding service standards and the drive to always be our best. 10 years ago, when SEA TV NETWORK LIMITED was incorporated nobody would have thought that the Company would achieve such greatness. We, in Agra city, are proud of the fact that we chartered a similar destiny with the nation, growing in leaps and bounds; creating a legacy of success and achievements. We have come a long way from a single minilab operation to becoming the pioneers in providing cable services at such a broad level.

The Company continued to focus on providing shareholder value by telecasting various channels, providing better services to customer by digitalizing channels that will produce profitable growth in the future by maintaining strong profit margins even in difficult market conditions.

The Company remains committed to maintaining our regime of high standards of corporate governance. We pledge to provide timely and accurate information through announcements and investor relations activities for the benefits of all stakeholders.

The global economy encountered multiple challenges during the past one year. Even as SEA TV accepted many challenges and achieved lot of them. Emerging markets, growing technology, rapid changes in broadcasting sector pose some risk and uncertainties; our company also experienced slowdown in the momentum of growth in the midst of an extended global economy.

I also acknowledge the strong support of our customers, bankers and business associates of our Company in 2013 and are looking forward to your strong support to help the company achieve a better 2014 and beyond.

Last, but not the least, I would like to thank all staff and management for their dedicated services in FY 2013-14 and hope that FY 2014 -15 will yield more better results.

Thank You

Neeraj Jain
(Chairman & Managing Director)
DIN-00576497



BOARD OF DIRECTORS

EXECUTIVE PANEL

MR. NEERAJ JAIN

(Chairman and Managing Director)
DIN-00576497

Mr. Neeraj Jain, Aged about 40 years is the promoter and CMD of the company. He has the rich working experience of more than 23 years in Cable TV Industry and has been in leadership and policy formulation positions in the organization for several years and has established many benchmarks for the industry as well.

Mr. Neeraj Jain was appointed as Managing Director of the Company on January 11, 2008. His core responsibilities in the organization include visioning and promotion of various business strategies

Engineering & controlling the company's current growth and future expansion into local market. In addition, oversees all projects' development activities and related businesses of the company, generating significant financial returns for the shareholders and driving sustainable development. Mr. Neeraj Jain has sharp business acumen and is aptly equipped to handle Media & Entertainment project/activities and also supported by a team of senior, highly qualified executives and professionals in the day-to-day operations of the Company. He has a diversified portfolio of different kind of work experiences and enriched with the experience of general management, business administration and operations, which all are requisites and important for being selected for the position of Managing Director of the Company.

Mr. Akshay Kumar Jain (Whole Time Director) DIN-00509865



Mr. Akshay Kumar Jain is Whole Time Director and promoter of the company and is a Head of Finance Department. He is associated with the Company from its inception and credit for effective financial management of the company goes to him as he handles all the matters related to finance very effectively.

He reports to the CMD and his responsibilities include:

- Budgeting and Financial Control
- Monitoring of funds utilization
- Preparation & filing of all statutory returns related to Income Tax, Service Tax, ESI & PF
- Providing Inputs to the Management in the financial matters

Mr. Pankaj Jain (Whole Time Director) DIN-00509839



Mr. Pankaj Jain aged about 44 years is the Whole Time Director and also one of the Promoters of the Company.

He handles all the issues related to networking and distribution and plays a vital role in business development activities of the Company. He is well equipped to handle the networking and distribution department of the Company because he is into the industry from last 23 years and handling the distribution and networking. It's because of Mr. Pankaj Jain that the network of the Company runs very effectively and all the complaints of the customers are resolved within minimum possible time.

Independent Panel

Mr. Rajeev Kumar Jain (Independent Director) DIN-01987821

Mr. Rajeev Kumar Jain, aged about 44 years, is a Commerce Graduate with more than 21 years experience as an Accounts officer in various Private Sector Companies.

Mr. Narendra Kumar Jain (Independent Director) DIN-01985845

Mr. Narendra kumar Jain, aged 56 years, is Commerce and Arts graduate. He is a successful businessman having an experience of 36 years in trading of FMCGS.

Mr. Tika Ram Sharma (Independent Director) DIN-0512777

Mr. Tika Ram Sharma, aged 71 years is a Post Graduate in Economics and Law Graduate with an experience of nearly four Decades in Banking Sector. During his employment with State Bank of India he handled various portfolios like business planning, business development, training of employees apart from handling medium and large sized branches, he gained the rich experience of General Management & Administration during his employment.



DIRECTORS REPORT

To,

The Shareholders,
Sea TV Network Limited

Your Directors are pleased to present herewith the 10th Director's report together with the Annual Audited Accounts of the Company for the year ended March 31, 2014.

FINANCIAL PERFORMANCE

The financial performance of the company for the year ended on 31st Mar 2014 is summarized as under;

| Particulars For the year ended | 31/03/2014 (Rs. in lacs) | 31/03/2013 (Rs. in lacs) |
|---|-----------------------------|-----------------------------|
| Total Income | 1870.81 | 1467.11 |
| Profit (Loss) before depreciation and taxes | 221.17 | 322.39 |
| Less: Depreciation | 445.29 | 137.92 |
| Less: Current Taxes/Deferred Taxes | 85.45 | 60.66 |
| Profit (Loss) After Tax | (309.57) | 123.81 |

RESULT OF OPERATIONS

During the financial year 2013–14 Company, on a consolidated basis, has generated over Rs.1881.90 lacs of revenues and loss after tax of Rs.682.34 lacs. Corresponding figures for the financial year 2012-13 were revenue of Rs 2123.79 lacs and profit after tax of Rs 128.55 lacs.

CONSOLIDATED FINANCIAL STATEMENT

Pursuant to Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS – 23 on the Accounting for Investments in Associates and Accounting Standard – 27 on accounting on Joint Ventures, issued by The Institute of Chartered Accountants of India, the Audited Consolidated Financial Statements are provided in this Annual Report.

CHANGES IN CAPITAL STRUCTURE

During the year issued and paid-up capital of the company has not been changed it remained the same as the previous year i.e. Rs. 12,02,00,000/- (Rupees Twelve Crore & Two Lac only).

DIVIDEND

The Board of Directors do not recommend dividend for the year 2013-14.

TRANSFER TO RESERVE

The Company has not transferred any funds to the General Reserve during the financial year 2013-14.

PUBLIC DEPOSITS

During the year under review your Company has not accepted any deposits from the public under Section 58A of the Companies Act, 1956.

AUDITORS AND AUDITOR'S REPORT

M/s Surendra G & Co., Chartered Accountants, Agra hold office as Auditors of the Company until the conclusion of 10th Annual General Meeting and Board recommends their re-appointment till the conclusion of 13th Annual General Meeting, subject to ratification by shareholders at every annual general meeting. The Company has received a consent & eligibility certificate from Auditors under Section 139 of the Companies Act, 2013 to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141 of the Act. Members are requested to consider their re-appointment as Auditors of the Company for the term mentioned above at a remuneration to be decided by the Board of Directors.



Your Board has duly examined the Report issued by the Statutory Auditor's of the Company on the Accounts for the financial year ended March 31, 2014. The notes on Accounts, as presented in this Annual Report, are self-explanatory in this regard and hence do not call for any further clarification.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of requirement of Clause 49 of the Listing Agreement with the Stock Exchange(s) Management's Discussion and Analysis Report disclosing the operations of the Company in detail is provided separately as a part of Directors' Report.

SUBSIDIARY COMPANIES

In terms of General Exemption, under Section 212(8) of the Companies Act, 1956, granted by Ministry of Corporate Affairs vide its circular no. 02/2011 dated 8th February, 2011, and in compliance with the conditions enlisted therein, the Audited Statement of Accounts, Auditors' Reports thereon and the Reports of the Board of Directors of the Company's subsidiaries for the financial year ended 31st March, 2014, have not been annexed. The Annual Accounts and related documents of the Subsidiary Companies shall be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same. However, as directed by the said circular, the financial data of the subsidiaries have been furnished under 'Subsidiary Companies Particulars' forming part of Directors Report. Further, pursuant to Accounting Standard (AS-21) issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiaries.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the company, Mr.Pankaj Jain, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Pursuant to Sections 149, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the listing agreement the independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Accordingly Mr. Rajeev Kumar Jain, Mr. Tika Ram Sharma & Mr. Narendra Kumar Jain, are proposed to be appointed as Independent Directors of the company to hold office for a term of consecutive five years from the conclusion of ensuing 10th annual general meeting and whose period of office shall not be liable to determination by retirement of directors by rotation. Brief profile of directors proposed to be appointed/re-appointed is given on Page 4.

The Board commends for their re-appointment at ensuing annual general meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of the section 217(2AA) of the Companies Act 1956, as amended your directors confirm:-

1. That the financial statement are prepared in accordance with the accounting standard issued by the Institute of Chartered Accountant of India and the requirement of the Companies Act,1956 to the extent applicable to us.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit or loss of the Company for the year under review.
3. We have taken sufficient care to maintain adequate accounting records in accordance with the provision of Companies Act,1956, to safeguard the Assets of the company and to prevent and detect fraud and other irregularities.
4. They have prepared the accounts on a going concern basis.

CORPORATE GOVERNANCE AND CORPORATE SOCIAL RESPONSIBILITY

Corporate Governance has two basic tenets they are Transparency and Accountability. We at Sea TV Network Limited are committed to do things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with the applicable legislation.

We believe that any meaningful policy on corporate governance must provide empowerment to the executive management of the company, and simultaneously create a mechanism of checks and balances which ensures that the decision making powers vested in the executive management is not misused, but is used with care and responsibility to meet stakeholder



aspirations and societal expectation.

Corporate Governance is also related to innovation and strategy as the organization's idea of innovation and strategies are to enhance stakeholders' satisfaction.

Constitution of Audit Committee and its Terms of Reference in accordance with the provisions of Section 292A of Companies Act, 1956 have been provided in the Corporate Governance Report mentioned in other parts of the report.

The Board of Directors are also responsible for and committed to sound principals of corporate governance in the company. The Board play a crucial role in overseeing how the management serves the short and long term interest of the shareholders and stakeholders. These believes is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practice under continues review and benchmark ourselves to the best practices.

PARTICULARS OF EMPLOYEES COVERED UNDER THE (PARTICULARS OF EMPLOYEES) RULES, 1975

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars relating to the conservation of energy, technology absorption given as Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 are not applicable to the Company due to the nature of the Company's business operations, being an Entertainment & Media Company. Details of Foreign Exchange outgo during the year under review are given below;

| Sl No. | Particulars | Amount in USD (\$) |
|--------|--|--------------------|
| 1. | Purchase of Fixed Assets | 34,25,900 |
| 2. | Advance against Purchase of Fixed Assets | 1,50,500 |
| | Total | 35,76,400 |

STATEMENT PURSUANT TO EXEMPTION UNDER 212(8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES PARTICULARS

(Amount in Rs.)

| Particulars | Sea News Network Limited Year ended 31.03.2014 | Jain Telemedia Services Limited Year ended 31.03.2014 |
|-------------------------------------|--|---|
| Issued and Subscribed Share Capital | 13,45,00,000.00 | 89,500,000.00 |
| Reserves & Surplus | (21,799,375.24) | (14,377,687.15) |
| Total Assets | 134,368,252.76 | 93,084,332.85 |
| Total Liabilities | 134,368,252.76 | 93,084,332.85 |
| Investments | - | - |
| Turnover | 8,076,240.00 | 7,385,424.00 |
| Profit/ (Loss) before Taxation | (21,740,047.95) | (14,738,239.82) |
| Provision for Taxation | - | - |
| Profit/ (Loss) after Taxation | (22,195,859.95) | (15,081,028.82) |
| Proposed Dividend | - | - |

**STATEMENT PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES**

(Amount in Rs.)

| S. No. | Particulars | Name of Subsidiary Company | |
|--------|--|--|--|
| | | Sea News Network Limited | Jain Telemedia Services Limited |
| 1. | Information Furnished for the Financial Year/ Period ended | Financial Year 2013-14/ Period ended on March 31, 2014 | Financial Year 2013-14/ Period ended on March 31, 2014 |
| 2. | Date from which it becomes subsidiary | 10.01.2011 | 10.01.2011 |
| 3. | Shares of the subsidiary held by the holding Company i.e. Sea TV Network Limited on March 31, 2014 | | |
| | a) Number of shares held | | |
| | Equity | 49,50,000 | 49,50,000 |
| | Preference | 85,00,000 | 40,00,000 |
| | TOTAL | 1,34,50,000 | 89,50,000 |
| | b) Fully paid shares each of the Face Value of Rs. | 10/- | 10/- |
| | c) Extent of Share Holding | | |
| | Equity | 36.80% | 55.30% |
| | Preference | 63.20 % | 44.70% |
| | TOTAL | 100.00% | 100.00% |
| 4. | Net aggregate amount of the Subsidiary's Profit/ (Loss) not dealt with in Sea TV Network Limited A/c | | |
| | a) For the Current Financial Year of the Subsidiary | (22,195,859.95) | (15,081,028.82) |
| | b) For the previous Financial Year of the Subsidiary | 204,267.34 | 270,574.22 |
| 5. | Net aggregate amount of the subsidiary's Profit/ (Loss) dealt with in Sea TV Network Limited A/c | | |
| | a) For the Current Financial Year of the Subsidiary aforesaid | Nil | Nil |
| | b) For the previous Financial Year of the Subsidiary | Nil | Nil |

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the banks, SEBI, the Stock Exchanges, various Government authorities, Financial Institutions, and all shareholders for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all

For and on behalf of Board of Directors

sd/-

Neeraj Jain

Chairman & Managing Director

sd/-

Akshay Kumar Jain

Whole Time Director

Place : Agra

Date : September 01, 2014



MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

India is likely to grow by 5.6 per cent in 2014-15 against a projected growth of less than 5 per cent in the current fiscal, a report by India Ratings and Research has said. "The global economy in 2014 appears to be in a better shape than what it was in 2012 and 2013.

"The economic growth in FY15 is likely to be contributed majority by the industrial sector, which is estimated to grow by 4.1 per cent. The rating agency also expects merchandise exports to grow by 8-10 per cent in the next fiscal year.

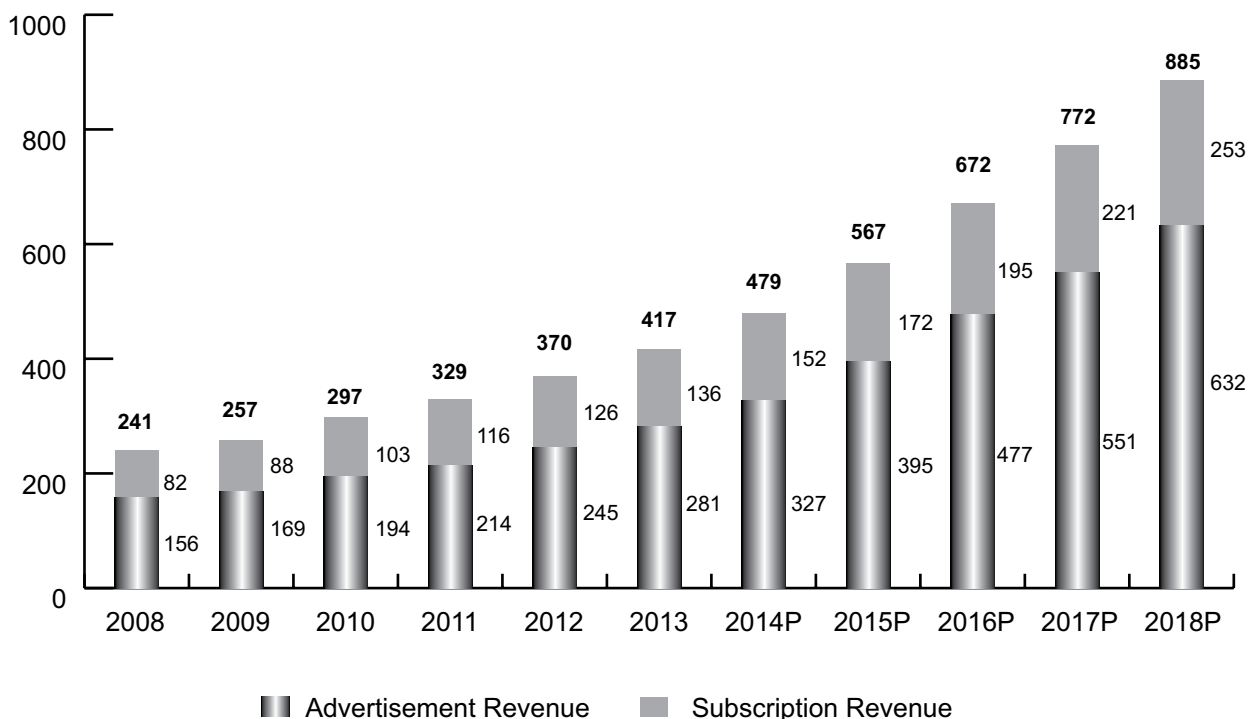
For India, real GDP growth is projected to strengthen to 5.4 per cent in 2014 and 6.4 per cent in 2015, assuming that Government efforts to revive investment growth succeed and export growth strengthens after the recent rupee depreciation,"

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian entertainment and media (E&M) industry has out-performed the Indian economy and is one of the fastest growing sectors in India. Indian media and entertainment industry is expected to grow at an annual average growth rate of 18% to touch Rs 2245 by 2017 (Source: CII-PwC). The industry comprises of print, electronic, radio, internet and outdoor segments.. Digitization will facilitate increased number of channels and high quality viewing. The Information and Broadcasting (I&B) ministry has already completed the second phase of digitization, which involved digitizing 16 Million cable TV houses in 38 cities by April 1, 2013. It aims to complete the third phase of digitization which includes all other urban areas (municipal corporations/ municipalities) by September 30, 2014. The rest of the country is likely to be covered by December 2014 under Phase four of digitization.

In India, the ratio of advertising expenditure to GDP is less than 1%. This is substantially lower in comparison to the developed economies as well as other developing economies. Interestingly, Print and TV media contribute over 75% of the advertisement spend in a year. As the Indian economy continues to develop and the media reach increases, the advertising expenditure to GDP ratio is expected to increase over the next 5 years.

PROJECTED GROWTH OF TELEVISION (IN CR.)



Source: KPMG in India analysis, Industry discussions conducted by KPMG in India
 Note: Figures are rounded to the nearest integer and may not add up exactly to column totals



AN EXTENDED WAY OF CLARITY – DIGITALISATION

Digitization, while being mandated by the government, is a great initiative that will benefit all stakeholders involved that includes cable service providers, broadcasters, government and consumers. Increased subscription revenues aside, digitization provides cable service providers the opportunity to monetize investments, and evolve to an experience provider with attractive tiring and a la carte option, newer and better services (HD, broadband). Apart from a better viewing experience digitization has the potential to make TV viewing more personal, interactive and social. Today’s consumers want content to be delivered anytime, anywhere and on any device. However, ecosystem players including service providers need to address challenges associated with delivering video content to multiple screens. Technologies such as Cisco Videoscape Unity can play an important role in this.

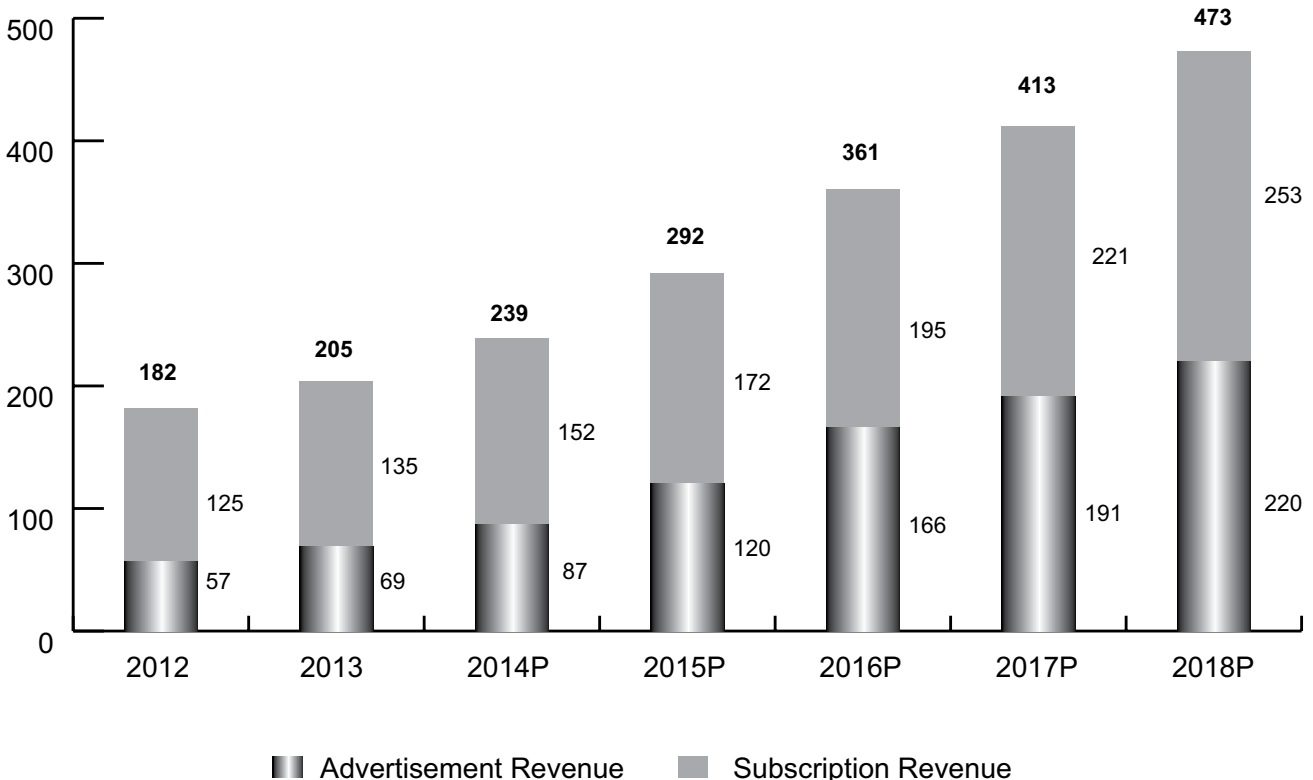
Digitization will also increase broadband penetration in the country. Next cusp of growth for cable service providers will come from offering broadband and at a much lower cost. By adding OTT delivery to the existing service, cable service providers can offer broadcast, on-demand and Internet content to the full range of devices including OTT STBs, connected TVs, tablets, PCs, mobile devices and games consoles. Cable digitization is a move in right direction, however, to differentiate the offering, cable service providers need to take multi screen experiences to the next level, by delivering video in an exciting, immersive, and engaging way.

STRENGTH AND OPPORTUNITY

The Indian Entertainment and Media Industry is undergoing a structural shift in a converging media era where consumers are increasingly taking control of their media consumption. With the evolution of the industry, growth is increasingly being driven by increased consumer spending which has a large impact on revenue streams. Knowledge of evolving consumption trends will be a critical success factor in this scenario. The growth has been evident in varying proportions across the different segments of the Indian Entertainment and Media Industry i.e. Television, Print and Internet (Digital) being the major media in terms of size and growth rates apart from other segments such as radio, out of home, mobile.

HDTV is the future of TV broadcasting. Some of the upcoming technologies is 3D-TV. New technologies provide an opportunity to find new consumers. Standardization of technologies at global level will be the key to their success.

BROADCASTER INDUSTRY SIZE



Source: KPMG in India analysis, Industry discussions conducted by KPMG in India



RISKS AND CONCERNS

While digitization has been planned in a phased manner, its successful implementation is critical for the long term growth of the television industry. All Industry stakeholders will need to ensure that issues ranging from infrastructural (Availability of boxes, customer support etc) and funding to customer education are addressed strongly in every successive phase.

“The consumer has so many options to consume content today that if the brand doesn’t look at participating in the content creation process it could face the risk of completely missing out its target audience.”

Two more factors are driving this trend. Many viewers are watching TV shows on the Internet where they see few ads. Also, the Telecom Regulatory Authority of India, the country’s broadcast regulator, has imposed a cap of 12 minutes per hour on ad inventory in TV channels.

RISK MANAGEMENT & INTERNAL CONTROL

Sea TV’s internal control systems include facilitates for the precise compilation of financial statements, management reports, and the compliance of regulatory and statutory requirements. Measures adopted by Sea TV to safeguard investor interests include high levels of governance and periodic communication with investors through the release of quarterly investor updates and communication of important developments.

An internal audit system remains in place to carry out focused audits across all business units in the organization and make recommendations for minimizing the associated risks.

HUMAN RESOURCE MANAGEMENT

We believe that people are the most valuable assets of the Company as they contribute to the achievement of business objectives. It is the Company’s promise to advance a culture that enhances employee morale, facilitates effective performance through personal/professional development and challenges employee potential.

In SEA TV, the Human Resources function shoulders this responsibility perfectly and plays a critical role in realizing business objectives by leading organizational change, fostering innovation and effectively mobilizing talent to sustain the firm’s competitive edge. Our Endeavour is to build an organizational culture characterized by the following aspects:

- Develop relationships that celebrate diverse ideas, perspectives and cultures.
- Help people realize their potential.
- Support a balance between family and work life.
- Recognize and reward individual and team achievement.
- Provide appropriate working conditions and resources to enable people to do their work.
- Respect and be sensitive to the needs of individuals when the employment relationship ends.
- Building a high performance culture. »Developing entrepreneurs.
- Passion for quality.
- Learning Organization.

FUTURE OUTLOOK

Sea TV intends to grow through Diversification & Consolidation in future, Company aims to diversify in the business of Print Media, Broadcasting thereby reducing the risk and uncertainties of existing business apart from diversification company is also looking forward towards consolidation of its existing business by acquiring the majority stake in the business of MSO’s operating in the nearby areas of Agra thereby reducing the cost of operations by increasing the Economies of Scale and also increasing turnover due to enhanced negotiation power.

CAUTIONARY STATEMENT

Certain statements in this Annual Report may be forward-looking statements. Such forward looking statements are subjected to certain risks and uncertainties like regulatory changes, local political or economic development, technological risks, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. Sea TV Network Ltd. will not, be in any way, responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.



CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE) on Corporate Governance, the report containing the details of Corporate Governance Systems and process at Sea TV Network Limited.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

In SEA TV, Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. We believe that our company shall go beyond adherence to regulatory framework. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning. We believe in system driven performance and performance oriented systems. We accord highest priority to these systems and protect the interests of all our shareholders, particularly the minority shareholders. We have tried to blend growth and efficiency with governance and ethics. Our Board of Directors, guided by the mission statement, formulate strategies and policies having focus on optimizing value for various stakeholders like consumers, shareholders and the society at large.

The Board of director ('Board') is at the core of our corporate governance practice and oversees how the management serves and protects the long term interest of all our stakeholders. It is well recognized that an effective Board of Director is a pre-requisite for strong and effective corporate governance. It is in compliance with all applicable provisions of the Listing Agreements pertaining to corporate governance, including appointment of Independent Directors and constitution of Committees. The Board firmly believes in achieving the highest standards of transparency in all facets of its working, prompt and adequate disclosures of all the material information, fixing accountability, ensuring compliance of all applicable laws, rules and regulations, conducting the affairs of the Company in an ethical manner and thereby enables an increase in the value of all stakeholders.

During the year under review, your Company has complied with the standards of Corporate Governance envisaged as under:

BOARD OF DIRECTORS

Composition

The size and composition of the Board of Directors confirms the requirement of Listing Agreement. Presently the Board comprises six members, three of whom are Executive Directors & other three are Non-Executive Directors. The Chairman of the Board of Directors is an Executive Director and three Directors are Independent. Mr. Pankaj Jain, whole time director is the brother of Mr. Neeraj Jain, Chairman & Managing Director. The details of the Directors on the Board of the Company during the year ended March 31, 2014 are set out in the table below:-

| Sr No | Name of Director | Category Of Directorship | No. Of Outside Directorships Held | No. of Chairmanships And Membership Of Other Board Committees | | DIN Number |
|-------|-------------------------|--|-----------------------------------|---|------------|------------|
| | | | | Chairmanship | Membership | |
| 1. | Mr. Neeraj Jain | Executive Chairman & Managing Director | 04 | 01 | 01 | 00576497 |
| 2. | Mr. Pankaj Jain | Whole Time Director | 04 | Nil | Nil | 00509839 |
| 3. | Mr. Akshay Kumar Jain | Whole Time Director | 03 | Nil | 01 | 00509865 |
| 4. | Mr. Rajeev Kumar Jain | Non Executive, Independent Director | Nil | 01 | 03 | 01987821 |
| 5. | Mr. Narendra Kumar Jain | Non Executive, Independent Director | Nil | 01 | 03 | 01985845 |
| 6. | Mr. Tika Ram Sharma | Non Executive, Independent Director | Nil | Nil | 01 | 05127777 |



BOARD MEETING & PROCEDURES

The Board consists of members who have vast experience in their respective fields, members have practical exposure of their field and they strive hard towards the achievement of company's goal. Minimum 4 meetings of the Board of Directors of the company held every year, besides that board meetings are held as and when required.

Company Secretary arranges to provide the detailed information to all the Board members, on the matters to be considered at the Board meeting along with the Agenda thereof, in advance before the Board Meeting. The members of the Board have complete freedom to express their views on the matters discussed and thereafter the decisions are taken on the basis of consensus arrived at after the discussion on each agenda item. Minutes of the proceedings of every Board meeting are recorded and are discussed before approval by the members of Board at successive Board meeting before entering the same into minute book. Implementation status of various decisions taken at the Board Meeting is reviewed at the successive meetings of the Board.

THE ATTENDANCE OF THE DIRECTORS OF THE COMPANY AT THE BOARD MEETINGS

The Board of Directors met 9 times during the financial year 2013-14 on the following dates:- May 29 2013, June 29 2013, August 7 2013, August 14 2013, September 02 2013, September 30 2013, November 14 2013, February 14 2014, March 29 2014. The maximum time gap between two board meetings was not more than 4 months.

| Director | No. of Meetings | | Last AGM Attended |
|-------------------------|-----------------|----------|-------------------|
| | Held | Attended | |
| Mr. Neeraj Jain | 09 | 09 | YES |
| Mr. Akshay Kumar Jain | 09 | 09 | YES |
| Mr. Pankaj Jain | 09 | 09 | YES |
| Mr. Rajeev Kumar Jain | 09 | 08 | YES |
| Mr. Narendra Kumar Jain | 09 | 09 | YES |
| Mr. Tika Ram Sharma | 09 | 09 | YES |

DIRECTOR'S PROFILE

For Director Profile Please refer to page no.4

DIRECTORS REMUNERATION

| Name | Designation | Amount |
|-----------------------|------------------------------|-------------|
| Mr. Neeraj Jain | Chairman & Managing Director | 30,00,000/- |
| Mr. Pankaj Jain | Whole Time Director | 9,00,000/- |
| Mr. Akshay Kumar Jain | Whole Time Director | 6,00,000/- |

Independent members of the Board are paid sitting fees for attending the Meetings of Board, within the ceiling as provided under the Companies Act, 1956. Besides this, Independent directors do not have any other pecuniary relationship or transaction with the Company. The Company has no policy of advancing any loans to Directors.

SHAREHOLDING OF DIRECTORS

| S. No. | Name | No. of Shares Held |
|--------|---------------------|--------------------|
| 1 | Neeraj Jain | 67,70,800 |
| 2 | Akshay Kumar Jain | 58,500 |
| 3 | Pankaj Jain | 46,000 |
| 4 | Rajeev Kumar Jain | Nil |
| 5 | Narendra Kumar Jain | Nil |
| 9 | Tika Ram Sharma | Nil |

COMMITTEE(S) OF BOARD

To facilitate the operations and to comply with the statutory requirements, the Board of the Company has constituted its different Committees having their focused attention on various working aspects of the Company. Presently the Board has three standing committees and has power to constitute such other committees, as required from time to time. The details of the various Committees of the Board are as under:

**1. AUDIT COMMITTEE****Brief description of terms of reference**

The Committee deals with various aspects of financial statements, adequacy of internal controls, various audit reports, compliance with accounting standards, Company's financial & risk management policies. It reports to the Board of Directors about its findings & recommendations pertaining to above matters. The Committee also reviews the utilization of funds generated through the Issue proceeds of the Company on quarterly basis till they are fully utilized.

The Audit Committee reviews the reports of the Internal Auditors, meets Statutory and Internal Auditors as and when required & discusses their findings, observations, suggestions, internal control systems, scope of audits and other related matters.

Composition

The Audit Committee of the Company is constituted in accordance with the provision of Clause 49 of Listing Agreement with the Stock Exchange and Section 177 of the Companies Act, 2013. The Audit Committee comprises following three Directors out of whom two directors are independent directors. The composition of the committee is as follows;

| S. No. | Name | Category of Directorship | Position |
|--------|---------------------|--------------------------|----------|
| 1. | Rajeev Kumar Jain | Independent Director | Chairman |
| 2. | Narendra Kumar Jain | Independent Director | Member |
| 3. | Akshay Kumar Jain | Whole time director | Member |

Number of meetings & attendance

The committee met Five times during the financial year 2013-14. The attendance of the members of the committee was as follows:

| Director | No. Of Meetings | |
|---------------------|-----------------|----------|
| | Held | Attended |
| Rajeev Kumar Jain | 5 | 5 |
| Narendra Kumar Jain | 5 | 5 |
| Akshay Kumar Jain | 5 | 5 |

2. NOMINATION & REMUNERATION COMMITTEE (Erstwhile Remuneration Committee)

The Board of Directors of the Company at their meeting held on 30th May, 2014 renamed the 'Remuneration Committee' to 'Nomination and Remuneration Committee'.

The role of Nomination and Remuneration Committee is as follows:

- determining / recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining / recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

Composition

The Remuneration Committee of the Company of three Independent directors and is in accordance with the requirements of clause 49 of Listing Agreement and section 178 of the companies act, 2013:



| S. No. | Name | Category of Directorship | Position |
|--------|---------------------|--------------------------|----------|
| 1. | Narendra Kumar Jain | Independent Director | Chairman |
| 2. | Rajeev Kumar Jain | Independent Director | Member |
| 3. | Tika Ram Sharma | Independent Director | member |

Number of meetings & attendance

The committee met only once during the financial year 2013-14. The attendance of the members of the committee was as follows:

| Director | No. Of Meetings | |
|---------------------|-----------------|----------|
| | Held | Attended |
| Rajeev Kumar Jain | 1 | 1 |
| Narendra Kumar Jain | 1 | 1 |
| Mr. Tika Ram Sharma | Nil | Nil |

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

(Erstwhile Share Transfer & Shareholder's Grievance Committee)

The Board of Directors of the Company at their meeting held on 30th May, 2014 renamed the 'Share Transfer & Shareholder's Grievance Committee' to 'Stakeholders Relationship Committee'.

The role of Stakeholders' Relationship Committee is as follows:

- considering and resolving the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc.;
- ensuring expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;
- providing guidance and making recommendations to improve service levels for the investors.

Composition

The composition of the Share Transfer & Shareholder's Grievance Committee is as follows:

| S. No. | Name | Category of Directorship | Position |
|--------|---------------------|------------------------------|----------|
| 1. | Neeraj Jain | Chairman & Managing Director | Chairman |
| 2. | Narendra Kumar Jain | Independent Director | Member |
| 3. | Rajeev Kumar Jain | Independent Director | Member |

Number of meetings & attendance

There was no Share Transfer & Shareholder's Grievance during the financial year 2013-14, hence no meeting was required.

CODE OF CONDUCT

The Board had laid down a Code of Conduct for all the Directors and Senior Management Executive(s) of the Company as required under Clause 49 (I D) of the Listing Agreement. This code is also posted on the website of the Company www.seatvnetwork.com. All the Board Members and Senior Management Personnel(s) to whom this Code of Conduct is applicable have affirmed compliance with the Code and a declaration of this affirmation from Managing Director of the Company forms a part of this report as Annexure – 'B'

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Company has also adopted the Code of Conduct for Prohibition of Insider Trading of shares of the Company as provided under 'The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992' as amended from time to time.



DISCLOSURES

- None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with the related parties as set out in the Notes on Accounts, forming part of this Annual Report.
- The Company has complied with all the requirements, as applicable to the Company, to the best of its knowledge and understanding, of the Listing Agreement with the Stock Exchange(s), the regulations and guidelines of the Securities and Exchange Board of India (SEBI). SEBI, Stock Exchange(s) or any other statutory authorities have imposed no penalties or strictures on matters relating to capital markets.
- The Company has complied with all the mandatory requirements under Clause 49, as applicable.
- Management Discussion and Analysis Report is provided as a part of the Directors' Report published elsewhere in this Annual Report.
- In preparation of the financial statements, the Company has followed the Accounting Standards as issued by 'The Institute of the Chartered Accountants of India', to the extent applicable and the deviations if any are mentioned in the Notes to Account.
- Business Risk Evaluation and Management is an ongoing process within the Company. The objective of the Company's risk management is to identify the potential areas that may affect the affairs of the Company and then ensuring the reasonable assurances to avoid any possible damage to the assets and properties of the Company.
- Managing Director and Whole Time Director have furnished to the Board, a certificate in respect of the financial statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2014, which forms part of this report as Annexure – 'C'.

GENERAL BODY MEETINGS

The details of last three Annual General Meetings of the company are as follows;

| Year | Location | Date | Day | Time |
|----------|---|------------|----------|-----------|
| 2010-11 | At Hotel Radisson, Taj East Gate Road, Agra | 29.09.2011 | Thursday | 3:30 P.M. |
| 2011-12 | At Hotel Marina, Hari Parvat Chauraha, Agra | 29.09.2012 | Saturday | 3:15 P.M. |
| 2012-13* | At Hotel Marina, Hari Parvat Chauraha, Agra | 30.09.2013 | Monday | 3:15 P.M. |

*None of the items in above AGM were required to be passed through Special Resolution.

In the AGM held on 29th Sep 2011 one item was required to be passed as Special Resolution i.e. Alteration of Articles of Association the said resolution was passed unanimously by all the shareholders by show of hand.

In the AGM held on 29th Sep 2012 One item was required to be passed as Special Resolution i.e. Variation in terms of Prospectus.

MEANS OF COMMUNICATION

It is Sea TV Network Ltd. belief that all stakeholders should have access to complete information regarding its position to enable them to accurately assess its future potential. Sea TV Network Limited Website (www.seatvnetwork.com) serves as a key awareness facility for its entire stakeholder, allowing them to access information at their convenience.

Sea TV Network Ltd. dedicated investor relations personnel respond to specific queries and play a proactive role.

Sea TV Network Ltd's. quarterly financial result's are published in the Financial Express (Mumbai, Ahmedabad, New Delhi, Lucknow, Agra) and The Sea Express, Agra.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

| | |
|-------|--|
| Date | September 30, 2014 |
| Time | 03:15 P.M. |
| Venue | Hotel Marina, Hari Parvat Chauraha, Agra |



Date of Book Closure

The Members register and Share Transfer Register of the company will be remained close from 15th September 2014 to 29th September 2014 (both date inclusive).

Listing on Stock Exchange and Stock Code

The Equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) under scrip code 533268.

The Annual Listing fee for 2014-15 has been paid to the aforesaid stock Exchange(s) within the stipulated time period.

The International Securities Identification Number (ISIN) allotted to the Company's share under the Depository System is **INE351L01016**.

Market Price Data

| Month | BSE | |
|------------|-----------|----------|
| | High (Rs) | Low (Rs) |
| APRIL 2013 | 28.45 | 22.50 |
| MAY 2013 | 24.35 | 15.35 |
| JUNE 2013 | 18.50 | 14.00 |
| JULY 2013 | 22.55 | 14.20 |
| AUG 2013 | 17.00 | 12.50 |
| SEP 2013 | 19.99 | 12.50 |
| OCT 2013 | 22.05 | 16.40 |
| NOV 2013 | 19.60 | 14.60 |
| DEC 2013 | 18.90 | 15.40 |
| JAN 2014 | 25.00 | 14.10 |
| FEB 2014 | 17.00 | 13.13 |
| MAR 2014 | 16.90 | 13.35 |

Address of the Registrar & Share Transfer Agent

Link Intime India Private Limited
 C-13, Pannalal Silk Mills Compound,
 LBS Marg, Bhandup (West), Mumbai-400078
 Ph-011-41410592-93-94.
 Fax- 011-41410591
 E-mail- bharatb@linkintime.co.in

Name & Designation of Compliance Officer

Surinder Singh Bhatia
 Company Secretary & Compliance Officer
 Ph: + 91 562- 4036655
 Fax: + 91 562 2511070
 Email: cs@seatvnetwork.com

**Share Transfer System**

Nearly 100% of public shareholding of the company is in dematerialized form hence all the transfers take place from the end of depositories only. M/s Link Intime India Pvt. Ltd has been appointed as the Registrar and Share Transfer Agent of the company for the purpose of physical transfer.

Redressal of Investors Complaint

The philosophy of the Company is to give utmost importance to the redressal of investors' grievances. In terms of Clause 47(f) of the Listing Agreement, the designated e-mail address, for investors to lodge their complaints is: cs@seatvnetwork.com.

Dematerialization of shares and Liquidity

The shares of the Company are compulsorily traded in dematerialized mode and are registered for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The status of holding in dematerialized and physical mode, as on March 31, 2014 is as under:

| S. No. | Mode of Holding | No. of Share | % of Total Share Capital |
|--------|-----------------|--------------|--------------------------|
| 1. | DEMAT | 12019797 | 99.9983 |
| 2. | PHYSICAL | 203 | 00.0017 |
| | Total | 12020000 | 100 |

Distribution of Shareholding as on March 31st, 2014

| S. No. | Category | No. of Shareholders | No. of Share | % of Shareholding |
|--------|---|---------------------|--------------|-------------------|
| 1. | Indian Public | 3334 | 33,31,909 | 27.72 |
| 2. | Bodies Corporate | 88 | 16,75,541 | 13.94 |
| 3. | Indian Promoters/Person acting in concert | 5 | 69,99,800 | 58.23 |
| 4. | NRIs/OCBs/FIIs/FN | 9 | 12,750 | 0.11 |
| | Total | 3436 | 1,20,20,000 | 100 |

Plant Location

Not applicable

Outstanding Gdrs/Adrs/Warrants/Convertible Instruments/Esops

The Company has not issued any ADRs/GDRs/Convertible instruments/ESOPs during the year under review.

Address For Correspondence

Sea TV Network Limited
148, Manas Nagar, Shahganj
Agra- 282010
Phone Nos.0562-4036666,
Fax No. 0562-2511070

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,
The Members
Sea TV Network Limited
148, Manas Nagar, Shahganj
Agra-282010

We have reviewed the implementation of Corporate Governance procedures by Sea TV Network Limited during the year ended at 31st March, 2014 as stipulated in the Clause 49 of the Listing agreement of the said company with the Stock Exchanges, with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the company for ensuring the compliances of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

(1) In our opinion and to the best of our information and according to the information and explanations given to us, and the representations made by directors and the management, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement(s).

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company there were no investor grievances received by the company remaining pending for more than 30 days. As regards, investor grievance communicated by shareholders to the Registrar & Share transfer agent, they have certified that there were no investor grievances remaining pending for more than 30 days.

We further state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Amit Gupta & Associates
Company Secretaries**

**(Amit Gupta)
Proprietor
C.P. No. 4682**

Place : Lucknow
Date : 14.08.2014

ANNEXURE-B**DECLARATION UNDER CLAUSE 49-I (D) OF THE LISTING AGREEMENT**

To,
The Dear Members,
Sea TV Network Limited,

In compliance with the provisions of Clause 49 of the Listing Agreement, the Company had laid down a "Code of Conduct" to be followed by all the Board members and senior management personnel which received the sanction of the Board and had been posted on the website of the Company. The Code lays down the standards of ethical and moral conduct to be followed by the members in the course of proper discharge of their official duties and commitments. All the members are duly bound to follow and confirm to the Code. It is hereby certified that all the members of the Board and senior management personnel have confirmed to and complied with the "Code of Conduct" during the financial year 2013-14 and there has been no instances of violation of the Code.

**Place: Agra
Date : 1st Sept, 2014**

For Sea TV Network Limited

**SD/-
Neeraj Jain
(Chairman & Managing Director)**



ANNEXURE –C
CEO AND CFO CERTIFICATION

To,
The Members,
Sea TV Network Limited

We, Neeraj Jain, Chairman & Managing Director and Akshay Kumar Jain, Whole Time Director responsible for the finance function and the compliance of the Code of Conduct of the Company certify that:

1. We have reviewed financial statements and the cash flow statement for the year and to the best of my knowledge and belief:
 - a. These statements do not contain any material untrue statement or omit any material fact or contains statements that might be misleading.
 - b. These statements together represent a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's Code of Conduct.
3. We accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and the steps we have taken or propose to take to rectify these deficiencies.
4. During the year there were no –
 - (i) Changes in internal control.
 - (ii) Changes in accounting policies; and
 - (iii) Instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Agra
Date: 1st Sept, 2014

For Sea TV Network Limited For Sea TV Network Limited

SD/-
Neeraj Jain
(Chairman & Managing Director)

SD/-
Akshay Kumar Jain
(Whole Time Director)



AUDITORS REPORT

To

The Members of Sea TV Network Limited

We have audited the accompanying financial statements of **SEA TV NETWORK LIMITED (“the Company”)**, which comprise the Balance Sheet as at **March 31, 2014**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (“the Act”). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of Profit and Loss Account, of the loss for the year ended on that date;
 - c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor’s Report) Order, 2003 (“the Order”) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
 2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of accounts as required by the law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (d) In our opinion the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) on the basis of written representations received from the directors as of March 31, 2014 and taken on record by the



Board of Directors, none of the Directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

- (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Surendra G. & Company
Firm Registration No. 001757 C
(Chartered Accountants)

(Surendra Kumar Garg)
Proprietor
M.No. 070974

Place : Agra
Dated : 30th May, 2014

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in paragraph 1 of Our Report of even date to the members of Sea TV Network Limited, on the accounts of the company for the year ended 31st march, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. In respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the Company has a regular program of physical verification to cover all fixed assets in a phased manner over a period of two years other than set top boxes which are in possession of the customers/third parties and distribution equipment comprising overhead and underground cables. Management is of the view that it is not possible to verify these assets due to their nature and location. In accordance with this program, certain fixed assets were physically verified during the year by the management but no discrepancies were noticed on such verification as explained to us. In our opinion, other than for physical verification of set top boxes and distribution equipments referred to above, the frequency of verification of fixed assets is reasonable.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

2. In respect of its inventories:

- (a) There is no stock, as the company is a service company. Hence no physical verification has taken place during the year.
- (b) In the absence of stock, comments on reasonableness and adequacy of procedures for physical verification are not applicable.
- (c) In the absence of stock, neither physical verification was carried out, nor discrepancy noticed.

3. In respect of loans granted and taken to / from parties covered in the register maintained u/s 301 of the Companies Act, 1956.

- (a) As informed, the company has granted unsecured loans to two subsidiary companies amounting to Rs.940.93 lacs (including opening balance) and one associate company amounting to Rs.198.03 lacs covered in the register maintained u/s 301 of the companies Act,1956 ;
- (b) The rate of interest charged on loans are not prima facie prejudicial to the interest of the company;
- (c) Principal amount of loan and interest has been received by the company;
- (d) There is no overdue amount in view of nil closing balance;



- (e) The company has not taken loans from firms, companies and other persons covered in the register maintained under section 301 of the Companies Act, 1956.
- (f) Not applicable
- (g) Not applicable

4. In respect of internal control

In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the capital/ revenue items purchased are special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to purchase of fixed assets and for the sale of goods and services. During the course of our audit, We have not observed any major weaknesses in such internal control system.

5. In respect of contracts or arrangements need to be entered into a register maintained u/s 301 of the Companies Act, 1956

- (a) According to the information and explanation given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the companies Act 1956 have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies Act 1956 exceeding Rs. Five lakhs have been made at prices which are reasonable having regard to prevailing market prices at the relevant time to the extent the same are available with the Company and / or in accordance with the approvals granted by the Central Government, wherever applicable.

6. In respect of deposits from public

In our opinion and according to the information & explanations given to us, the company has not accepted any deposit from public during the year; within the meaning of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

7. In respect of internal audit system

In our opinion, the Company has an adequate internal audit system commensurate with its size and nature of business.

8. In respect of maintenance of cost records

As per information and explanations given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) section 209 of the companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been maintained.

9. In respect of statutory dues

- (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees` state insurance, income tax, sales tax, value added tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it during the year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, services tax ,sales tax, custom duty, excise duty and cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.

10. In respect of accumulated losses and cash losses

The company has not accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

11. In respect of dues to financial institution / banks / debentures

Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution or bank.



12. In respect of loans and advances granted on the basis of security

According to the information and explanation given to us and based on the document and records provided to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable to the company.

13. In respect of provisions applicable to Chit fund

In our opinion and according to information and explanations given to us the company is not chit fund or a nidhi or mutual benefit fund/society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the company.

14. In respect of dealing or trading in shares, securities, debentures and other investment

According to information and explanations given to us the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Order are not applicable to the company.

15. In respect of guarantee given for loans taken by others

On the basis of records examined by us and information provided by the management, we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial institutions.

16. In respect of application of term loans

Based on information and explanations given to us by the management, the term loans raised by the company during the year were applied for the purpose for which they were obtained.

17. In respect of fund used

According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.

18. In respect of preferential allotment of shares

The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Act, during the year.

19. In respect of securities created for debentures

The company has not issued any debentures during the year. Therefore provisions of clause 4(xix) of the Order are not applicable to the company.

20. In respect of end use of money raised by public issues

The company has not raised any money by way of public issues during the year.

21. In respect of fraud

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For Surendra G. & Company
Firm Registration No. 001757C
Chartered Accountants

(Surendra Kumar Garg)
Proprietor
Membership No. 070974

Place : Agra
Date : 30th May 2014

BALANCE SHEET AS AT 31ST MARCH 2014

| | | | (Amount in Rs.) | |
|--|----------|--------------------------------|------------------------------|--|
| PARTICULARS | Note No. | FIGURES AS AT 31.03.2014 | FIGURES AS AT 31.03.2013 | |
| I EQUITY AND LIABILITIES | | | | |
| 1 SHAREHOLDERS' FUNDS | | | | |
| a. Share Capital | 1 | 120,200,000.00 | 120,200,000.00 | |
| b. Reserves & Surplus | 2 | 453,249,685.57 | 484,206,575.15 | |
| c. Money received against share warrants | | - | - | |
| | | <u>573,449,685.57</u> | <u>604,406,575.15</u> | |
| 2 SHARE APPLICATION MONEY PENDING ALLOTMENT | | - | - | |
| 3 NON-CURRENT LIABILITIES | | | | |
| a. Long-term borrowings | 3 | 382,218,171.00 | 141,778,917.00 | |
| b. Deferred tax liabilities (Net) | 4 | 25,043,345.00 | 16,498,827.00 | |
| c. Other Long term liabilities | 5 | 109,929,389.00 | 20,259,090.00 | |
| d. Long-term provisions | 6 | 2,644,337.00 | 2,378,922.00 | |
| | | <u>519,835,242.00</u> | <u>180,915,756.00</u> | |
| 4 CURRENT LIABILITIES | | | | |
| a. Short-term borrowings | 7 | 104,049,924.25 | 61,380,485.44 | |
| b. Trade payables | 8 | 80,674,135.78 | 72,773,361.00 | |
| c. Other current liabilities | 9 | 62,050,322.71 | 21,596,994.78 | |
| d. Short-term provisions | 10 | 2,194,401.00 | 861,216.00 | |
| | | <u>248,968,783.74</u> | <u>156,612,057.22</u> | |
| TOTAL | | <u><u>1,342,253,711.31</u></u> | <u><u>941,934,388.37</u></u> | |
| II ASSETS | | | | |
| 1 NON-CURRENT ASSETS | | | | |
| a. FIXED ASSETS | 11 | | | |
| (i) Tangible assets | | 545,979,463.64 | 267,441,362.35 | |
| (ii) Intangible assets | | 333,376.13 | 529,481.15 | |
| (iii) Capital work-in-progress | | 105,076,090.56 | 107,050,698.00 | |
| (iv) Intangible assets under development | | - | - | |
| b. Non-current investments | 12 | 229,265,000.00 | 104,265,000.00 | |
| c. Deferred tax assets (net) | | - | - | |
| d. Long-term loans and advances | 13 | 21,108,281.54 | 53,899,695.00 | |
| e. Other non-current assets | 14 | 88,489,843.11 | 73,505,454.63 | |
| | | <u>990,252,054.97</u> | <u>606,691,691.13</u> | |
| 2 CURRENT ASSETS | | | | |
| a. Current Investments | | - | - | |
| b. Inventories | | - | - | |
| c. Trade receivables | 15 | 147,183,773.84 | 85,166,077.51 | |
| d. Cash and cash equivalents | 16 | 42,052,129.61 | 27,980,058.64 | |
| e. Short-term loans and advances | 17 | 162,765,752.89 | 222,096,561.09 | |
| f. Other current assets | | - | - | |
| | | <u>352,001,656.34</u> | <u>335,242,697.24</u> | |
| NOTES ON ACCOUNTS | 23 | | | |
| TOTAL | | <u><u>1,342,253,711.31</u></u> | <u><u>941,934,388.37</u></u> | |

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
 Proprietor
 M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
 Chairman & Managing Director

(Pankaj Jain)
 Director

(Akshay Kumar Jain)
 Director

(Surinder Singh Bhatia)
 Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 01.04.2013 TO 31.03.2014**

(Amount in Rs.)

| PARTICULARS | Note No. | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|-----------|---|---|
| I. Revenue from Operations | 18 | 180,202,006.00 | 139,817,948.00 |
| II. Other Income | 19 | 6,878,933.00 | 6,893,335.86 |
| III. Total Revenue (I + II) | | 187,080,939.00 | 146,711,283.86 |
| IV. Expenses : | | | |
| Cost of material consumed | | - | - |
| Purchase of stock in trade | | - | - |
| Changes in inventories of finished goods, work in progress and stock in trade | | - | - |
| Employee Benefit Expense | 20 | 24,941,785.00 | 22,563,161.00 |
| Finance Costs | 21 | 39,479,652.00 | 6,593,975.00 |
| Depreciation and Amortization Expense | | 44,528,998.31 | 13,792,359.71 |
| Other Expenses | 22 | 100,542,875.27 | 85,314,918.43 |
| Total Expenses | | 209,493,310.58 | 128,264,414.14 |
| V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV) | | (22,412,371.58) | 18,446,869.72 |
| VI. EXCEPTIONAL ITEMS | | - | - |
| VII. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI) | | (22,412,371.58) | 18,446,869.72 |
| VIII. EXTRAORDINARY ITEMS | | | |
| IX. PROFIT BEFORE TAX (VII-VIII) | | | |
| X. TAX EXPENSE: | | | |
| (1) Current Tax | | - | 1,053,739.00 |
| (2) Deferred Tax | | 8,544,518.00 | 5,012,683.00 |
| XI. PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS(IX-X) | | (30,956,889.58) | 12,380,447.72 |
| XII. PROFIT FROM DISCONTINUING OPERATIONS | | - | - |
| XIII. TAX EXPENSES OF DISCONTINUING OPERATIONS | | - | - |
| XIV. PROFIT FROM DISCONTINUING OPERATIONS (after tax) (XII-XIII) | | - | - |
| XV. PROFIT FOR THE PERIOD (XI + XIV) | | (30,956,889.58) | 12,380,447.72 |
| XVI. Earnings per equity share: | | | |
| (1) Basic | | (2.58) | 1.03 |
| (2) Diluted | | (2.58) | 1.03 |
| NOTES ON ACCOUNTS | 23 | | |

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
Proprietor
M.No. 070974
Place : Agra
Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

(Amount in Rs.)

| PARTICULARS | FOR THE YEAR ENDED 31-March-2014 | FOR THE YEAR ENDED 31-March-2013 |
|--|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax and after prior Period Adjustments | (22,412,371.58) | 18,446,869.72 |
| Adjustments for: | | |
| Depreciation | 44,528,998.31 | 13,792,359.71 |
| Interest Income | (6,621,369.00) | (6,763,854.86) |
| Loss on Sale of Assets | 28,786.05 | 94,633.00 |
| Interest & Finance Charges | 39,479,652.00 | 6,593,975.00 |
| Differed Revenue & Miscellaneous Exp. Written Off | - | - |
| Operating Profit before working capital changes | 55,003,695.78 | 32,163,982.57 |
| Adjustments for: | | |
| Sundry Debtors | (77,002,084.81) | (38,727,297.80) |
| Loans & Advances | 92,122,221.66 | (104,215,643.40) |
| Gratuity & Leave Encashment Provision | 265,415.00 | (408,246.00) |
| Current Liabilities | 139,357,586.71 | 35,233,826.68 |
| Cash Generated from Operations | 209,746,834.34 | (75,953,377.95) |
| Miscellaneous Expenses Incurred | - | - |
| Direct taxes paid | - | 1,053,739.00 |
| Net Cash used in Operating Activities (A) | 209,746,834.34 | (77,007,116.95) |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (320,925,173.18) | (160,264,776.00) |
| Investment in subsidiaries | (125,000,000.00) | (765,000.00) |
| Interest Income | 6,621,369.00 | 6,763,854.86 |
| Net cash used in Investing Activities (B) | (439,303,804.18) | (154,265,921.14) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Interest Paid | (39,479,652.00) | (6,593,975.00) |
| Proceeds of short term borrowings | 53,537,877.81 | 45,178,548.54 |
| Re-payment of short term borrowings | (10,868,439.00) | (18,326,928.00) |
| Proceeds of long term borrowings | 247,976,187.00 | 141,778,917.00 |
| Re-payment of long term borrowings | (7,536,933.00) | (1,717,781.00) |
| Proceeds of Unsecured Loan | - | - |
| Proceeds from issue of capital (including premium) | - | - |
| Net Cash from Financing Activities (C) | 243,629,040.81 | 160,318,781.54 |
| Net Increase/(Decrease) in Cash and Cash Equivalent (A+B+C) | 14,072,070.97 | (70,954,256.55) |
| OPENING CASH BALANCE | 27,980,058.64 | 98,934,315.19 |
| CLOSING CASH BALANCE | 42,052,129.61 | 27,980,058.64 |

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
Proprietor
M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary



NOTES TO ACCOUNTS

(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| 1. SHARE CAPITAL | | |
| (a) AUTHORISED | | |
| 1,70,00,000 Equity shares of Rs 10/= each (Prev.year 1,70,00,000 equity Share of Rs.10/= each) | <u>170,000,000.00</u> | <u>170,000,000.00</u> |
| (b) ISSUED, SUBSCRIBED AND FULLY PAID | <u>120,200,000.00</u> | <u>120,200,000.00</u> |
| TOTAL | <u>120,200,000.00</u> | <u>120,200,000.00</u> |
| (c) VALUE PER SHARE (Rs.) | 10.00 | 10.00 |
| (d) RECONCILIATION OF SHARES | | |
| Opening Balance of Shares | 12,020,000 | 12,020,000 |
| Shares Issued | NIL | NIL |
| Buy-Back of Shares | NIL | NIL |
| Closing Balance of Shares | 12,020,000 | 12,020,000 |
| (e) RIGHTS, PREFERENCES AND RESTRICTIONS ON DISTRIBUTION OF DIVIDEND AND THE REPAYMENT OF CAPITAL | NIL | NIL |
| (f) SHARES HELD BY - | | |
| Holding Company | NIL | NIL |
| Subsidiaries Company | NIL | NIL |
| Associates Company | NIL | NIL |
| (g) SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF SHARES | | |
| (i) Mr. Neeraj Jain | 6,770,800 | 6,770,800 |
| (ii) Raj Shah Enterprise Private Limited | - | 1,259,206 |
| (iii) Shriram Credit Company Ltd. | - | 696,891 |
| (h) SHARES RESERVED UNDER - | | |
| Options | NIL | NIL |
| Contracts/Commitments for the sale of shares/Disinvestment | NIL | NIL |
| (i) AGGREGATE NO. OF SHARES ALLOTTED AS FULLY PAID FOR THE PERIOD OF FIVE YEARS IMMEDIATELY PRECEDING | | |
| Pursuant to contract(s) without payment being received in cash | NIL | NIL |
| By way of bonus shares | NIL | NIL |
| Shares bought back | NIL | NIL |
| (j) SECURITIES CONVERTIBLE INTO EQUITY/PREFERENCE SHARES | NIL | NIL |
| (k) CALLS UNPAID BY - | | |
| Directors and officers | NIL | NIL |
| Others | NIL | NIL |
| (l) FORFEITED SHARES (Amount originally paid up) | NIL | NIL |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|---|---|
| 2. RESERVES AND SURPLUS | | |
| SECURITIES PREMIUM RESERVE | | |
| As per last balance sheet | 409,589,226.42 | 409,589,226.42 |
| | <u>409,589,226.42</u> | <u>409,589,226.42</u> |
| GENERAL RESERVE | | |
| As per Last Balance Sheet | 9,000,000.00 | 7,000,000.00 |
| Add: Transferred from Profit & Loss A/c | - | 2,000,000.00 |
| | <u>9,000,000.00</u> | <u>9,000,000.00</u> |
| SURPLUS i.e. BALANCE IN STATEMENT OF PROFIT AND LOSS | | |
| As per last balance sheet | 65,617,348.73 | 55,236,901.01 |
| Add: Profit as per statement of profit and loss | (30,956,889.58) | 12,380,447.72 |
| Less: Transfer to General Reserve | - | 2,000,000.00 |
| | <u>34,660,459.15</u> | <u>65,617,348.73</u> |
| TOTAL | <u><u>453,249,685.57</u></u> | <u><u>484,206,575.15</u></u> |
| 3. LONG TERM BORROWINGS | | |
| TERM LOANS | | |
| (a) Secured | | |
| From Banks-Term Loans | 382,218,171.00 | 141,778,917.00 |
| From Other Parties | - | - |
| | <u>382,218,171.00</u> | <u>141,778,917.00</u> |
| TOTAL | <u><u>382,218,171.00</u></u> | <u><u>141,778,917.00</u></u> |
| Nature of Security | | |
| Term Loan From Banks | | |
| 1. Primary Security | | |
| Hypothecation all stock, book debts and other fixed & movable assets of the company both present & future. | | |
| 2. Collateral Security: | | |
| Equitable mortgage of Land and building at Madhav Kunj, Loha Mandi ward, Agra, bearing no.47-B/5, 5-A, 4-A & 4-B. Owner- M/s Sea TV Network Ltd. valued Rs. 9.34 crores as on 11/01/2013. | | |
| Supplemental Equitable mortgage of house no. 148, Manas Nagar, Loha Mandi ward, Agra. Owner- Neeraj Jain & Pankaj Jain valued Rs. 3.15 crores as on 11/01/2013. | | |
| Equitable mortgage of residential plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing no.50. Owner- Pankaj Jain. valued Rs. 0.17 crores as on 11/01/2013. | | |
| Equitable mortgage of residential plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing no.43. Owner- Pankaj Jain. valued Rs. 0.12 crores as on 11/01/2013. | | |
| | Term of Repayment | |
| | 1. In 84 months including moratorium of 12 months by equal monthly installments of Rs.21.75 lacs each, Interest to be realized separately on monthly basis including moratorium period. applicable rate BR+3.50 %. Applicable for TL1-15.65 Crore | |
| | 2. In 72 months including moratorium of 9 months by equal monthly installments of Rs.13.89 lacs each, Interest to be realized separately on monthly basis including moratorium period. applicable rate BR+3.50 %. Applicable for TL2-10.00 Crore | |
| | 3. To be notionally repaid in 6 years 6 months (including 12 months moratorium) in 66 monthly installments as under : First 18 monthly installments of Rs.20.00 lacs each starting from oct 2014, next 12 monthly installments of Rs.40.00 lacs each, balance in 36 months installments of Rs.36.11 lacs. Interest to be realized separately on monthly basis as and when due. Applicable for Term Loan III as sublimit of FLC/ LOU/Buyers Credit-25.00 Crore. | |

**Term Loan From Banks**

Equitable mortgage of Commercial plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing Kh.no.860. Owner- Sea TV Network Limited. valued Rs. 0.65 crores as on 11/01/2013.

Equitable mortgage of residential plot at Gayatri City, Mauza Lakhanpur, Lohamandi Ward, Agra, bearing no.A-12. Owner- Neeraj Jain. valued Rs. 0.46 crores as on 11/01/2013.

Equitable mortgage of residential plot at Gayatri City, Mauza Lakhanpur, Lohamandi Ward, Agra, bearing no.A-1. Owner- Neeraj Jain. valued Rs. 0.46 crores as on 11/01/2013.

Equitable mortgage of commercial plot at Pushp Puneet Villa, Mauza Bhogipura, Shahganj, Agra, bearing Shop no.38. Owner- Sea TV Network Limited. valued Rs. 0.18 crores as on 11/01/2013.

Equitable mortgage of commercial plot at Pushp Puneet Villa, Mauza Bhogipura, Shahganj, Agra, bearing Shop no.32. Owner- Sea TV Network Limited. valued Rs. 0.18 crores as on 11/01/2013.

Pledged of 3168000 Shares of Sea TV Network Limited in the name of Mr. Neeraj Jain-CMD (exclusive for our Bank)

3. Guarantor

Mr. Neeraj Jain, Mr. Pankaj Jain, Mr. Akshay Kumar Jain & Associated Concerns

(b) Unsecured

From Banks

From Other Parties

Term of Repayment

| | | |
|--|-----------------------|----------------------|
| | - | - |
| | - | - |
| TOTAL | - | - |
| | | |
| 4. DEFERRED TAX LIABILITIES (Net) | | |
| Deferred Tax Liabilities arising on account of: | | |
| Depreciation Differences | 25,892,022.00 | 17,265,133.00 |
| Less : Deferred Tax Assets arising on account of: | | |
| Provision for employee Benefits | 848,677.00 | 766,306.00 |
| TOTAL | 25,043,345.00 | 16,498,827.00 |
| | | |
| 5. OTHER LONG TERM LIABILITIES | | |
| OTHER PAYABLES | | |
| Security deposit from customers | 109,929,389.00 | 20,259,090.00 |
| TOTAL | 109,929,389.00 | 20,259,090.00 |
| | | |
| 6. LONG TERM PROVISIONS | | |
| (a) Provision For Employee Benefits | 2,644,337.00 | 2,378,922.00 |
| (b) Others | - | - |
| TOTAL | 2,644,337.00 | 2,378,922.00 |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| 7. SHORT TERM BORROWINGS | | |
| (a) LOANS REPAYABLE ON DEMAND | | |
| Secured | | |
| From Banks | | |
| Cash Credit limit (Payable on Demand) (Security mentioned in Long Term Secured Loan i.e. Note-3) | 104,049,924.25 | 50,512,046.44 |
| Cash Credit Account Adhoc Limit (Security mentioned in Long Term Secured Loan i.e. Note-3) | - | 10,141,342.00 |
| Vehicle Loan (Payable within 12 Months) | - | 727,097.00 |
| From Other Parties | - | - |
| TOTAL | 104,049,924.25 | 61,380,485.44 |
| Unsecured | | |
| From Banks | - | - |
| From Subsidiary | - | - |
| From Other Parties | - | - |
| TOTAL | - | - |
| 8. TRADE PAYABLES | | |
| (a) Trade Payables | | |
| Payable to Subsidiaries | - | 190,698.00 |
| Others | 80,674,135.78 | 72,582,663.00 |
| (b) Others | - | - |
| TOTAL | 80,674,135.78 | 72,773,361.00 |
| 9. OTHER CURRENT LIABILITIES | | |
| INCOME RECEIVED IN ADVANCE | 4,536,343.71 | 3,651,820.78 |
| OTHER PAYABLES | | |
| Book Overdraft | - | 42,900.00 |
| Term loan Installment payable within 12 months | 54,768,000.00 | 13,050,000.00 |
| Security deposit from customers | - | - |
| Service tax, TDS & Other tax payable | 2,745,979.00 | 4,852,274.00 |
| TOTAL | 62,050,322.71 | 21,596,994.78 |
| 10. SHORT TERM PROVISIONS | | |
| (a) Provision for Employee Benefits | 228,894.00 | 196,454.00 |
| (b) Other Provisions - | | |
| Provision For Income Tax (Net of Payments) | - | - |
| Provision For Expenses | 1,965,507.00 | 664,762.00 |
| TOTAL | 2,194,401.00 | 861,216.00 |



11 FIXED ASSETS

FIXED ASSETS & DEPRECIATION CHART FOR THE PERIOD 1ST APRIL 2013 TO 31ST MARCH 2014

| Items | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|-----------------------------|-----------------------|-----------------------|------------------|-----------------------|----------------------|----------------------|------------------------------|----------------------|-------------------------|--------------------------|
| | As on 1-Apr-2013 | Additions | Deductions | As on 31-03-2014 | As on 1-Apr-2013 | For the period | Depreciation written back | As on 31-03-2014 | SLM as on 31-03-2014 | SLM as on 31-Mar-2013 |
| TANGIBLE ASSETS | | | | | | | | | | |
| Lands (Freehold) | 12,521,421.00 | 6,595,100.00 | - | 19,116,521.00 | - | - | - | - | 19,116,521.00 | 12,521,421.00 |
| Buildings | 22,656,584.00 | 17,367,620.00 | - | 40,024,204.00 | 1,140,525.06 | 370,721.77 | - | 1,511,246.83 | 38,512,957.17 | 21,516,058.94 |
| Plant & Machinery | 240,762,354.00 | 297,447,668.62 | 29,000.00 | 538,181,022.62 | 29,728,354.82 | 40,232,499.41 | 213.95 | 69,960,640.28 | 468,220,382.34 | 211,033,999.18 |
| Furniture & Fixture | 8,722,343.00 | 304,724.00 | - | 9,027,067.00 | 1,417,595.40 | 555,669.78 | - | 1,973,265.18 | 7,053,801.82 | 7,304,747.60 |
| Electric fittings/ Appl. | 5,805,625.00 | - | - | 5,805,625.00 | 670,536.37 | 367,496.06 | - | 1,038,032.43 | 4,767,592.57 | 5,135,088.63 |
| Computers | 11,410,824.00 | 1,106,291.00 | - | 12,517,115.00 | 6,740,163.56 | 1,951,744.15 | - | 8,691,907.71 | 3,825,207.29 | 4,670,660.44 |
| Vehicles | 8,172,475.00 | - | - | 8,172,475.00 | 2,913,088.43 | 776,385.13 | - | 3,689,473.56 | 4,483,001.45 | 5,259,386.57 |
| Sub Total | 310,051,626.00 | 322,821,403.62 | 29,000.00 | 632,844,029.62 | 42,610,263.64 | 44,254,516.29 | 213.95 | 86,864,565.98 | 545,979,463.64 | 267,441,362.35 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| Trade mark | 128,300.00 | 7,000.00 | - | 135,300.00 | 64,435.63 | 13,203.00 | - | 77,638.63 | 57,661.37 | 63,864.37 |
| Software | 699,550.00 | 71,377.00 | - | 770,927.00 | 313,138.71 | 251,279.02 | - | 564,417.73 | 206,509.28 | 386,411.30 |
| Video Right | 100,000.00 | - | - | 100,000.00 | 20,794.52 | 10,000.00 | - | 30,794.52 | 69,205.48 | 79,205.48 |
| Sub Total | 927,850.00 | 78,377.00 | - | 1,006,227.00 | 398,368.86 | 274,482.02 | - | 672,850.88 | 333,376.13 | 529,481.15 |
| TOTAL | 310,979,476.00 | 322,899,780.62 | 29,000.00 | 633,850,256.62 | 43,008,632.50 | 44,528,998.31 | 213.95 | 87,537,416.86 | 546,312,839.76 | 267,970,843.50 |
| Previous year | 217,420,691.00 | 95,336,181.00 | 1,777,396.00 | 310,979,476.00 | 29,399,035.79 | 13,792,359.71 | 182,763.00 | 43,008,632.50 | 267,970,843.50 | 188,021,655.19 |
| Capital Work-In-Progress | - | - | - | - | - | - | - | - | 105,076,090.56 | 107,050,698.00 |

12 NON-CURRENT INVESTMENTS

(a) INVESTMENTS IN EQUITY INSTRUMENTS

LONG TERM INVESTMENTS-SUBSIDIARY COMPANIES

Equity Shares-Fullypaid up (Unquoted)

| | | |
|---|----------------------|---------------|
| Sea News Network Limited | 49,500,000.00 | 49,500,000.00 |
| 49,50,000 Equity Shares of Rs.10 each (NIL Equity Shares acquired during the period) | | |
| Jain Telemedia Services Limited | 49,500,000.00 | 49,500,000.00 |
| 49,50,000 Equity Shares of Rs.10 each (NIL Equity Shares acquired during the period) | | |

(b) INVESTMENTS IN PREFERENCE SHARES

INVESTMENTS - SUBSIDIARY COMPANIES

Unquoted

| | | |
|--|-----------------------|---------------|
| Sea News Network Limited | 85,000,000.00 | - |
| 85,00,000 non-cumulative redeemable preference shares of Rs.10 each | | |
| Jain Telemedia Services Limited | 40,000,000.00 | - |
| 40,00,000 non-cumulative redeemable preference shares of Rs.10 each | | |
| TOTAL | 224,000,000.00 | 99,000,000.00 |

(c) LONG TERM INVESTMENTS-Other Companies

| | | |
|--|---------------------|--------------|
| Sea Print Media and Publication Limited | 4,500,000.00 | 4,500,000.00 |
| 4,50,000 Equity Shares of Rs.10 each (NIL Equity Shares acquired during the period) | | |
| TOTAL | 4,500,000.00 | 4,500,000.00 |

The basis of valuation - at cost

| | | |
|--|-----------------------|----------------|
| Aggregate Amount of quoted investments | NIL | NIL |
| Aggregate Amount of unquoted investments | 228,500,000.00 | 103,500,000.00 |
| Aggregate provision made for diminution in value of investments | - | - |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| (d) INVESTMENTS IN LLPs-Trade and Unquoted | | |
| Long Term Capital in LLP-at Cost | | |
| 51% (Prev.year Nil) Interest in Vaishno Cable Net- work LLP | 765,000.00 | 765,000.00 |
| TOTAL | 765,000.00 | 765,000.00 |
| (e) INVESTMENTS IN MUTUAL FUNDS | | |
| During the period ,the company has not acquired and sold any investments in Mutual Fund | - | - |
| 13 LONG-TERM LOANS & ADVANCES | | |
| (a) CAPITAL ADVANCES | 5,660,522.00 | 46,460,522.00 |
| (b) SECURITY DEPOSITES | 690,200.00 | 828,200.00 |
| (c) LOANS AND ADVANCES TO RELATED PARTIES | | |
| Loan to Associate companies | - | - |
| Loan & Advance to holding company | - | - |
| Loan & Advance to subsidiary company | - | - |
| (d) OTHER LOANS AND ADVANCES | | |
| Advances to executives and staff | 718,805.00 | 727,803.00 |
| Advances recoverable in cash or in kind or for value to be received | 4,949,886.00 | 4,452,614.00 |
| Balance with Govt. Authorities | 9,088,868.54 | 1,430,556.00 |
| TOTAL | 21,108,281.54 | 53,899,695.00 |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |
| 14 OTHER NON CURRENT ASSETS | | |
| Unsecured, considered good unless stated otherwise | | |
| (a) Other Receivables | 88,489,843.11 | 73,505,454.63 |
| TOTAL | 88,489,843.11 | 73,505,454.63 |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |
| 15 TRADE RECEIVABLES | | |
| Unsecured, considered good unless stated otherwise | | |
| Debts outstanding for a period exceeding six months | | |
| Considered good | 51,231,527.35 | 33,012,264.00 |
| Considered doubtful | - | - |
| | 51,231,527.35 | 33,012,264.00 |
| Less : Provisions for doubtful debts | - | - |
| | 51,231,527.35 | 33,012,264.00 |
| Other debts | | |
| Considered good | 95,952,246.49 | 52,153,813.51 |
| TOTAL | 147,183,773.84 | 85,166,077.51 |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| 16. CASH & CASH EQUIVALENTS | | |
| (a) BALANCE WITH BANKS | | |
| In Current Account | 33,860,216.61 | 24,107,666.64 |
| In Fixed Deposit Account (pledged as security agst. Performance guarantee to BSE) | - | 2,934,925.00 |
| In Fixed Deposit Accounts | <u>6,525,000.00</u> | - |
| | <u>40,385,216.61</u> | <u>27,042,591.64</u> |
| (b) CHEQUES, DRAFTS ON HAND | - | - |
| (c) CASH ON HAND | 1,666,313.00 | 936,867.00 |
| (d) OTHERS (Stamps in hand) | 600.00 | 600.00 |
| TOTAL | <u><u>42,052,129.61</u></u> | <u><u>27,980,058.64</u></u> |
| 17. SHORT TERM LOANS & ADVANCES | | |
| (a) CAPITAL ADVANCES | 122,899,951.50 | 123,842,551.00 |
| (b) SECURITY DEPOSITES | 20,000.00 | 2,600,000.00 |
| (c) LOANS AND ADVANCES TO RELATED PARTIES | | |
| Loan to Associate companies | - | - |
| Loan & Advance to holding company | - | - |
| Loan & Advance to subsidiary company | - | 64,000,000.00 |
| (d) LOANS AND ADVANCES TO OTHERS | | |
| (Unsecured, considered good) | | |
| Advance to executive and staff | 128,849.00 | 190,705.00 |
| Prepaid expenses | 1,844,535.00 | 1,101,144.00 |
| Intercorporate loans | - | - |
| Balance with Govt. Authorities | 30,403,255.39 | 22,657,490.09 |
| Other loans & Advances | <u>7,469,162.00</u> | <u>7,704,671.00</u> |
| TOTAL | <u><u>162,765,752.89</u></u> | <u><u>222,096,561.09</u></u> |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |
| 18. REVENUE FROM OPERATIONS | | |
| (a) Sale of services | | |
| Income from Operations | <u>166,090,006.00</u> | <u>125,087,188.00</u> |
| | <u>166,090,006.00</u> | <u>125,087,188.00</u> |
| (b) Other operating revenue | | |
| Income from Channel Operations | 13,800,000.00 | 13,800,000.00 |
| Other Income | <u>312,000.00</u> | <u>930,760.00</u> |
| | <u>14,112,000.00</u> | <u>14,730,760.00</u> |
| TOTAL | <u><u>180,202,006.00</u></u> | <u><u>139,817,948.00</u></u> |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|---|---|
| 19 OTHER INCOME | | |
| (a) Other Operating Income | | |
| Interest From Bank Fixed Deposit [TDS-42711.00, Previous-133540.00] | 413,027.00 | 1,563,337.86 |
| Interest on loan to subsidiary [TDS-596257.00, Previous-356113.00] | 5,962,571.00 | 3,561,125.00 |
| Interest on loan to others [TDS-24577.00., Previous-203533.00] | 245,771.00 | 1,639,392.00 |
| Profit on Foreign Exchange Flauctions | - | - |
| Misc.Income | - | 4,800.00 |
| | <u>6,621,369.00</u> | <u>6,768,654.86</u> |
| (b) Other Non-operating Income | | |
| Other Income | 257,564.00 | - |
| Liability No longer required written back | - | 124,681.00 |
| | <u>257,564.00</u> | <u>124,681.00</u> |
| TOTAL | <u>6,878,933.00</u> | <u>6,893,335.86</u> |
| 20 EMPLOYEE BENEFIT EXPENSE | | |
| Salaries and Wages | 23,470,676.00 | 21,765,005.00 |
| Contribution to EPF & ESI | 878,211.00 | 795,921.00 |
| Employee Welfare & Other Aminities | 326,324.00 | 399,577.00 |
| Gratuity and Leave Encashment | 266,574.00 | (397,342.00) |
| | <u>24,941,785.00</u> | <u>22,563,161.00</u> |
| TOTAL | <u>24,941,785.00</u> | <u>22,563,161.00</u> |
| 21 FINANCE COSTS | | |
| Interest to Director | - | - |
| Interest to Subsidiaries | - | - |
| Interest to Others | 39,479,652.00 | 6,593,975.00 |
| | <u>39,479,652.00</u> | <u>6,593,975.00</u> |
| TOTAL | <u>39,479,652.00</u> | <u>6,593,975.00</u> |
| 22 OTHER EXPENSE | | |
| Pay Channels | 55,621,468.00 | 43,256,350.00 |
| Carriage Fess Expenses | 117,533.00 | 302,467.00 |
| Line Maintenance Expenses | 1,857,034.00 | 1,481,457.00 |
| News Expenses | 2,074,053.00 | 2,006,531.00 |
| Programming Running Expenses | 26,195.00 | 62,253.00 |
| Power, Fuel & Electricity | 5,557,644.00 | 6,010,060.00 |
| Security Service Charges | 248,283.00 | 151,680.00 |
| Website & Software charges | 61,513.60 | 32,724.00 |
| WPC Fees | 141,000.00 | 141,000.00 |
| Foreign Exchange rate difference | 151,159.10 | 139,900.00 |
| Rent | 1,596,000.00 | 1,695,628.00 |
| Rates and Taxes | 2,959,325.00 | 3,976,590.00 |
| Repairs and Maintenance Machinery | 164,812.00 | 119,871.00 |
| Insurance | 292,125.00 | 157,378.00 |
| Directors' Meeting Fees | 23,000.00 | 25,000.00 |
| Loss on Sale/Theft of Fixed Assets | 28,786.05 | 94,633.00 |
| Commission To Selling Agents | 792,577.00 | 203,780.00 |
| Travelling and Conveyance Expenses | 2,599,852.00 | 2,547,116.00 |
| Auditors Fees | 205,000.00 | 205,000.00 |
| Mobiles & Telephone Expenses | 2,509,056.00 | 2,497,429.00 |
| Advertisement and Publicity | 1,652,729.00 | 887,627.00 |
| Bad Debts Written Off | - | 361,560.00 |
| Miscellaneous Expenses | 9,204,280.52 | 5,914,582.43 |
| Teleport Charges | 12,659,450.00 | 13,044,302.00 |
| | <u>100,542,875.27</u> | <u>85,314,918.43</u> |
| TOTAL | <u>100,542,875.27</u> | <u>85,314,918.43</u> |



SCHEDULES FORMING PART OF BALANCE SHEET, PROFIT & LOSS ACCOUNT AND CASH FLOW STATEMENT

NOTE NO. 23

NOTES ON ACCOUNTS

1. Significant Accounting Policies

a) AS - 1 Disclosure of Accounting policies

The Financial Statements are prepared to compile with the Accounting Standards (AS) referred to in the Companies (Accounting Standard) Rules 2006 issued by the central government in exercise of the power conferred under sub-section (i) (a) of Section 642 and the relevant provision of the Companies Act 1956 corresponding to section 469 of the Companies Act, 2013 (the 'Act'). The accompanying financial statements are prepared in accordance with generally accepted accounting principles in India ("GAAP"), under the historical Cost convention on the accrual basis as a going concern. The company has consistently applied the accounting policies unless otherwise stated.

b) AS - 2 Valuation of inventories

In the absence of inventory AS-2 is not applicable.

c) AS - 3 Cash Flow Statements

The Cash flow statement is prepared under "Indirect method" and the same is annexed.

d) AS - 4 Contingencies and events occurring after Balance Sheet Date

Two Petitions have been filed on 15.05.2014 by Den Networks Limited against the company claiming placement fee due for Rs.3370800/= and Rs.11217274/= respectively before TDSAT. The company has already transferred these MOUs to its sister concern M/s. Sea News Network Limited, hence there is no liability of the company requiring any provision in this regard.

e) AS - 5 Net Profit or loss for the period, prior period items and changes in accounting policies

Details of prior period debits/credits to Profit and loss account:

| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|----------------------------|--------------------------------|--------------------------------|
| Raw material consumed | - | - |
| Rates & Taxes | - | - |
| Interest & finance charges | - | - |
| Other expenses/(income) | 3,53,677.00/ (2,57,564.00) | 42,621.00/ (17,85,108.00) |

f) AS - 6 Depreciation accounting

Depreciation is charged on straight-line method (SLM) method as per rates specified in schedule XIV of the Companies Act, 1956.

In respect of additions/deductions during the year, pro-rata depreciation has been provided at the rates proscribed under schedule XIV.

Depreciation in respect of assets acquired during the year, whose cost does not exceed Rs.5000/- has not been charged @100%.therefore a sum of **Rs.22,86,29,565.82** has been less charged as depreciation.

Depreciation on set top boxes has been charged for an amount as is arrived at by dividing 90% of the original cost thereof to the company by specified period in each case as certified by Chartered Engineer.

g) AS - 7 Construction Contracts

The accounting standard is not applicable.

h) AS - 8 Research & Development

The accounting standard is withdrawn.



i) AS - 9 Revenue recognition

- (i) Income of the company is derived from services. Revenue is recognized on accrual basis on the basis of services provided to the clients.
- (ii) Income from Investment is credited to revenue in the year in which it accrues. Income is stated in full with tax thereon.
- (iii) Dividend is recognized as income as and when the right to receive such payment is established.
- (iv) Other Income is accounted for on accrual basis in accordance with Accounting Standard (AS) 9 - "Revenue Recognition".
- (v) The revenue and expenditure are accounted on a going concern basis.

j) AS - 10 Accounting for fixed assets

Fixed assets are stated at cost including directly attributable cost of bringing them to their respective working condition for intended use, less accumulated depreciation thereon.

| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| Cost of Lands includes lands acquired under lease | NIL | NIL |
| Building includes buildings constructed on leasehold lands | NIL | NIL |

k) AS - 11 Accounting for effects of changes in foreign exchange rates

(A) Payment for Purchase Fixed Assets including exchange rate

| Particulars | Amount in Foreign Currency | Amount in INR | Amount in Foreign Currency | Amount in INR |
|--------------|-------------------------------|---------------------|-------------------------------|---------------|
| | 31.03.2014 | | 31.03.2013 | |
| USD (\$) | 34,25,900 | 21,06,08,025 | 21,00,000 | 11,43,98,771 |
| TOTAL | 34,25,900 | 21,06,08,025 | 21,00,000 | 11,43,98,771 |

(B) Advance Payment for Purchase Fixed Assets including exchange rate

| Particulars | Amount in Foreign Currency | Amount in INR | Amount in Foreign Currency | Amount in INR |
|--------------|-------------------------------|------------------|-------------------------------|---------------|
| | 31.03.2014 | | 31.03.2013 | |
| USD (\$) | 1,50,500 | 90,45,020 | 2,12,500 | 1,15,50,175 |
| TOTAL | 1,50,500 | 90,45,020 | 2,12,500 | 1,15,50,175 |

l) AS - 12 Accounting for Government Grants

The company has not received any grants.

m) AS - 13 Accounting for Investments-

Investments are classified into current investments and long-term investments. The cost of investments includes acquisition charges such as brokerage charges, fees and duties. Current Investments are carried at lower of Cost and Fair Value.

Long-term investments are valued at cost. No Provision for diminution has been made to recognize the decline being temporary in the carrying value of each investment.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| Investments made during the year | 12,50,00,000.00 | 7,65,000.00 |
| Investments realised during the year | - | - |
| Cost of Investments held as at Balance sheet date* | 22,92,65,000.00 | 10,42,65,000.00 |

*An investment of Rs. 180 by way of subscription in the equity shares of subsidiary companies is being held in the name of the nominees of the company.

n) AS - 14 Accounting for amalgamation

During the year there was no amalgamation.



o) AS - 15 Accounting for employee benefits

- Short Term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss account of the year in which the related service is rendered.

a) Defined Contribution Plan

Contributions to Defined Contribution Plan, recognized as expense are as under:

Amount (In Rs.)

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---|--------------------------------|--------------------------------|
| Employee Contribution To Provident Fund | 2,66,263.00 | 3,29,623.00 |

b) Defined Benefit Plan

The employees' gratuity scheme is a Defined Benefit Plan (DBP). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

i. Reconciliation of opening and closing balances of DBP

| TABLE SHOWING CHANGE IN PRESENT VALUE OF OBLIGATION OF GRATUITY | | |
|---|------------------|------------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| DBP at the beginning of the year | 21,69,143 | 27,87,168 |
| Interest Cost | 1,95,223 | 2,22,973 |
| Current Service Cost | 4,34,017 | 3,84,998 |
| Benefits Paid | | |
| Actuarial (gain)/loss | (3,87,139) | (12,25,996) |
| DBP at the End of the year/ period | 24,11,244 | 21,69,143 |
| Current liabilities due with in one year | 75,429 | 70,021 |
| Non current liabilities due after one year | 23,35,815 | 20,99,122 |

| TABLE SHOWING CHANGE IN PRESENT VALUE OF OBLIGATION OF LEAVE ENCASHMENT | | |
|---|-----------------|-----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| DBP at the beginning of the year | 3,10,812 | 90,129 |
| Interest Cost | 27,973 | 7,210 |
| Current Service Cost | 1,32,298 | 68,688 |
| Benefits Paid | - | - |
| Actuarial (gain)/loss | (1,35,798) | 1,44,785 |
| DBP at the End of the year/ period | 3,35,285 | 3,10,812 |
| Current liabilities due with in one year | 26,763 | 31,012 |
| Non current liabilities due after one year | 3,08,522 | 2,79,800 |

ii. Actual Return on Plan Assets

| Actuarial (Gain)/Losses ON GRATUITY | | |
|--|--------------|-------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Actuarial (gain)/loss-Obligation | 3,87,139 | 12,25,996 |
| Actuarial return on plan assets | - | - |
| Total Actuarial (gain)/loss | (3,87,139) | (12,25,996) |
| Actuarial (gain)/loss recognized in the period | (3,87,139) | (12,25,996) |
| Actuarial (Gain)/ Loss | - | - |



| Actuarial (Gain)/Losses on LEAVE ENCASHMENT | | |
|--|--------------------|----------------|
| Particulars | Amount(Rs.) | |
| | 2013-14 | 2012-13 |
| Actuarial (gain)/loss-Obligation | 1,35,798 | (1,44,785) |
| Actuarial return on plan assets | - | - |
| Total Actuarial (gain)/loss | (1,35,798) | 1,44,785 |
| Actuarial (gain)/loss recognized in the period | (1,35,798) | 1,44,785 |
| Actuarial (Gain)/ Loss | - | - |

iii. Reconciliation of amount recognized in Balance Sheet

| The Amount to be Recognized in Balance Sheet of Gratuity | | |
|--|--------------------|--------------------|
| Particulars | Amount(Rs.) | |
| | 2013-14 | 2012-13 |
| Present Value of the Obligation at the end of the period | 24,11,244 | 21,69,143 |
| Fair Value of Plan Asset at the end of the Period | - | - |
| Net Liability/(assets) recognised in Balance Sheet and related Analysis | (24,11,244) | (21,69,143) |
| Funded Status | (24,11,244) | (21,69,143) |

| The Amount to be Recognized in Balance Sheet of Leave Encashment | | |
|---|--------------------|----------------|
| Particulars | Amount(Rs.) | |
| | 2013-14 | 2012-13 |
| Present Value of the Obligation at the end of the period | 3,35,285 | 3,10,812 |
| Fair Value of Plan Asset at the end of the Period | - | - |
| Net Liability/(assets) recognised in Balance Sheet and related Analysis | (3,35,285) | (3,10,812) |
| Funded Status | (3,35,285) | (3,10,812) |

iv. Expense Recognized during the period in Profit & Loss A/c.

| EXPENSES RECOGNISED IN PROFIT & LOSS ACCOUNT OF GRATUITY | | |
|---|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Interest Cost | 1,95,223 | 2,22,973 |
| Current Service Cost | 4,34,017 | 3,84,998 |
| Expected Return on Plan Asset | - | - |
| Net Actuarial (gain)/loss recognised in the period | (3,87,139) | (12,25,996) |
| Expenses to be recognized in P/L Account | 2,42,101 | (6,18,025) |

| EXPENSES RECOGNISED IN PROFIT & LOSS ACCOUNT OF LEAVE ENCASHMENT | | |
|---|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Interest Cost | 27,973 | 7,210 |
| Current Service Cost | 1,32,298 | 68,688 |
| Expected Return on Plan Asset | - | - |
| Net Actuarial (gain)/loss recognised in the period | (1,35,798) | 1,44,785 |
| Expenses to be recognized in P/L Account | 24,473 | 2,20,683 |



v. **Principal Actuarial Assumptions**

| ASSUMPTIONS EMPLOYED FOR CALCULATION OF Gratuity & Leave Encashment | | |
|--|--------------------------|--------------------------|
| Particulars | Period | |
| | 01.04.13-31.03.14 | 01.04.12-31.03.13 |
| Discount Rate | 9.00% pa | 8.00% pa |
| Salary Growth Rate | 6.50% pa | 5.50% pa |
| Mortality | IALM [2006-2008] | LIC 1994-96 |
| Expected Rate of Returns | - | - |
| Withdrawal Rate | | |
| 18-30 Years | 3.00% pa | 3.00% pa |
| From 30 to 45 years | 2.00% pa | 2.00% pa |
| Above 45 Years | 1.00% pa | 1.00% pa |

Projected unit credit (PUC) actuarial method has been followed in calculating the above liabilities as certified by M/s SAKET SINGHAL (Actuarial and Financial Consultants), New Delhi.

p) **AS - 16 Borrowing cost**

- a) The borrowing costs have been treated in accordance with accounting standard.
- b) Amount of borrowing costs attributable to qualifying Assets capitalized during the year.

Amount due within one year in respect of Term Loans.

(Rs.In Lacs)

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|----------------------|--|--------------------------------|
| Secured from banks | 1,265.94 | 348.56 |
| Secured from others | - | - |
| Unsecured from Banks | - | - |
| TOTAL | 1,265.94 | 348.56 |

q) **AS - 17 Segment reporting**

The company is a single product, single location company and hence the requirements of Accounting Standard 17 on Segment Reporting is not applicable.

r) **AS - 18 Related party disclosure**

Disclosure is made as per the requirements of the standard and the same is furnished below:

| List of related parties | | |
|---------------------------------------|--|--|
| Reporting entity | Sea TV Network Limited | |
| Subsidiary companies | Sea News Network Limited Jain Telemedia Services Limited | |
| Holding companies | NIL | |
| Fellow subsidiaries | NIL | |
| Associate companies | Sea Print Media and Publication Limited | |
| LLP Companies | Sea Vaishno Cable Network LLP | |
| Group Companies | Jinvani Media Venture Limited My Digital Network Limited [Formally known as- Sea Digital Network Limited & Namokar Global Broadcasting Limited] Sea Shoppers Private Limited | |
| Key Managerial Personal | Mr. Neeraj Jain Mr. Pankaj Jain Mr. Akshay Kumar Jain | Chairman & MD Director Director |
| Relatives of Key Management Personnel | Mrs. Sonal Jain Mrs. Chhaya Jain | Wife of Mr. Neeraj Jain Wife of Mr. Pankaj Jain |



Particulars of transaction with related parties:

| Name of the transaction | Holding Company, Subsidiary Company and Associates | | Enterprises owned or significantly influenced by Key Personnel Management or their relatives | | Key Management Personnel | | Relatives of Key Management Personnel | |
|--|--|---------------|--|---------------|--------------------------|---------------|---------------------------------------|---------------|
| | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year |
| Purchase of goods | - | - | - | - | - | - | - | - |
| Sale of goods | - | - | - | - | - | - | - | - |
| Sale of fixed assets | - | - | - | - | - | - | - | - |
| Rendering of services | 1,57,07,928 | 1,39,80,000 | - | - | - | - | - | - |
| Availing of services | 15,92,450 | - | - | - | - | - | - | - |
| Trade advances received/ repaid during the year | 6,69,637 | 6,29,703 | - | - | - | - | - | - |
| Trade advances made/ received back during the year | 7,32,784 | 4,39,005 | - | - | - | - | - | - |
| Loans taken | - | - | - | - | 58,000 | - | - | - |
| Loans Repaid | - | - | - | - | 58,000 | - | - | - |
| Outstanding Balance of Loans Taken | - | - | - | - | - | - | - | - |
| Maximum Balance during the period | - | - | - | - | 58,000 | - | - | - |
| Remuneration to key management personnel | - | - | - | - | 45,00,000 | 56,25,000 | 12,00,000 | 12,00,000 |
| Rent | - | - | - | - | 12,00,000 | 12,00,000 | - | - |
| Interest Paid | - | - | - | - | - | - | - | - |
| Interest Received | 62,08,342 | 51,89,766 | - | - | - | - | - | - |
| Sundry debtors | 1,88,26,626 | 1,51,94,762 | - | - | - | - | - | - |
| Loan given | 4,98,95,631 | 17,81,31,063 | - | - | - | - | - | - |
| Loan received back | 11,38,95,631 | 11,74,26,871 | - | - | - | - | - | - |
| Loans & advances receivable | - | 6,40,00,000 | - | - | - | - | - | - |
| Sundry creditors | 2,82,080 | - | - | - | - | - | - | - |
| Obligations arising out of agreements | - | - | - | - | - | - | - | - |
| Investments made during the year | 12,50,00,000 | 7,65,000 | - | - | - | - | - | - |
| Guarantee Received | 57,15,00,000 | 20,80,00,000 | - | - | - | - | - | - |
| Expenses Reimburse | - | - | - | - | 2,03,314 | - | - | - |

s) AS - 19 Accounting for leases

The company has not entered into lease agreements during the year.

| Minimum Lease Payment | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|-----------------------------|-----------------------------|
| 1. Payable not later than 1 Year | - | - |
| 2. Payable later than 1 year and not later than 5 years. | - | - |
| TOTAL | - | - |

t) AS - 20 Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the



effects of all dilutive potential equity shares. The Company does not have any outstanding diluted Potential equity shares, consequently the basic and diluted earning per share of the Company remain the same.

Disclosure is made in the Profit and Loss A/c as per the requirements of the standard.

u) AS - 21 Consolidated financial statements

Company has two subsidiaries namely Sea News Network Ltd., Jain Telemedia Services Ltd. Consolidated financial statements for the year are required to be prepared and reported as per (AS) requirement.

v) AS - 22 Accounting for taxes on income

The Provisions for tax for the year ended 31.03.2014 is made in accordance with provisions of Income tax Act, 1961.

Deferred tax Liability and assets are recognised based on timing deferece using the tax rates substantively enacted on the Balance Sheet date.

| Deferred tax Liability consists of | | |
|---|--------------------------------|--------------------------------|
| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
| Tax on Depreciation | 86,26,889.00 | 48,74,553.00 |
| Tax On expenses admissible on payment basis under IT Act 1961 | - | - |
| Sub Total | 86,26,889.00 | 48,74,553.00 |
| Deferred tax asset consists of | | |
| Tax on Expenses debited to profit and loss account, but will be allowed for tax purposes in subsequent years. | 82,371.00 | (1,38,130.00) |
| TOTAL | 85,44,518.00 | 50,12,683.00 |

w) AS - 23 Accounting for investments in associates in consolidated financial statements

Not applicable

x) AS - 24 Discontinuing operations

During the year the company has not yet discontinued any of its operations.

y) AS - 25 Interim Financial reporting

Company has not selected for any interim financial reporting.

z) AS - 26 Accounting for intangible assets

During the year company acquired the following assets falling under the definition of intangible assets as per account standard and the following discourse is made in respect of these assets.

(i) Trademark

- i. Estimated useful life 10 Year
- ii. Amortisation rates used 10% each year as depreciation

Gross carrying amount in the beginning and at the end of year together with addition and deletion during the period.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|------------------------------|--------------------------------|--------------------------------|
| Opening | 63,864.37 | 76,694.37 |
| Addition | 7,000.00 | - |
| Total | 70,864.37 | 76,694.37 |
| Amortisation as depreciation | 13,203.00 | 12,830.00 |
| Closing Balance | 57,661.37 | 63,864.37 |



(ii) Software

- i. Estimated useful life 3 Year
- ii. Amortisation rates used 33.33% each year as depreciation

Gross carrying amount in the beginning and at the end of year together with addition and deletion during the year.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|------------------------------|--------------------------------|--------------------------------|
| Opening | 3,86,411.30 | 6,19,571.31 |
| Addition | 71,377.00 | - |
| Total | 4,57,788.30 | 6,19,571.31 |
| Amortisation as depreciation | 2,51,279.02 | 2,33,160.02 |
| Closing Balance | 2,06,509.28 | 3,86,411.30 |

(iii) Video Right

- i. Estimated useful life 10 Year
- ii. Amortisation rates used 10% each year as depreciation

Gross carrying amount in the beginning and at the end of year together with addition and deletion during the year.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|------------------------------|--------------------------------|--------------------------------|
| Opening | 79,205.48 | 89,205.48 |
| Addition | - | - |
| Total | 79,205.48 | 89,205.48 |
| Amortisation as depreciation | 10,000.00 | 10,000.00 |
| Closing Balance | 69,205.48 | 79,205.48 |

aa) AS - 27 Capital commitments of reporting entity in joint venture

Not applicable

ab) AS - 28 Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any indications exist, the recoverable amount is estimated. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

ac) AS - 29 Provisions, contingent liabilities and contingent assets

- i) Provision are recognized for liabilities that can be measured only by using a substantial degree of Estimation if
 - a) The company has a present obligation as a result of past event,
 - b) A probable outflow of resources is expected to settle the obligation and
 - c) The amount of obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

- ii) Contingent Liability is disclosed in the case of
 - (a) A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - (b) A possible obligation, of which the probability of outflow of resources is remote.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Contingent Assets are neither recognized nor disclosed.



iii) Contingent Liabilities not provided for are as under;

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| On counter guarantee given to banks | NIL | 24,20,000.00 |
| On letter of credits | NIL | NIL |
| On bills discounted and purchased | NIL | NIL |
| On capital commitments towards capital expenditure | NIL | NIL |

iv) Following Contingent Liabilities contested and not provided for are as under;

- (a) A demand for Rs.65,24,741.20 was raised on 26 April 2012 by M/s. Torrent Power Ltd. for rented premises of the company against which company had deposited Rs.25 lacs under protest. The matter is pending in Special Investigation cell of police department of Agra and in view of hope of deletion of whole demand, company has not made any provision against the said demand.
- (b) A demand for Rs.2,15,220/= has been raised on 20.3.2013 by Income tax department for A.Y. 2010-11 against which company has filed an appeal before CIT (Appeals) Agra on 26-April-2013. In view of hope of deletion of all additions/disallowances, company has not made any provision against the said demand.
- (c) A demand of Rs.1,16,00,800/- has been raised on 24.03.2014 by Entertainment Tax Department for f/y 2013-2014 against which Company has ascertained liability for Rs.12,17,300/- .Company has filed a reply against wrong demand Rs.1,03,83,500/-, In view of instruction issued by District Magistrate, Agra for investigation. Company has not made any provision for the said demand as in the hope for deletion of whole demand.
- (d) An appeal has been filed by M/s. Pioneer Publicity Corporation Pvt. Ltd. before High Court of Delhi on 25.02.2014 against the company and its two associates M/s. Sea Print Media & Publication Ltd. and Sea News Network Ltd. for bills pending for Rs.480000/= and interest Rs. 57600/= . M/s. Pioneer Publicity has raised bills against our associated companies and not in the name of Sea TV Network Limited, there is no liability of the company, in view of this fact no provision has been made in this regard.

2. Use of Estimates

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

3. Acquisition/Subscription

There is no Acquisition/Subscription during the period.

4. Bank balances includes amount in respect of :

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---|--------------------------------|--------------------------------|
| Unclaimed Dividend | NIL | NIL |
| Balances lying with non scheduled banks | NIL | NIL |
| Maximum amount invested in non scheduled banks at any time during the year. | NIL | NIL |

5. Loans and advances include :

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---|--------------------------------|--------------------------------|
| Due from subsidiary companies | NIL | 6,40,00,000.00 |
| Due from an officer of the company | NIL | NIL |
| Maximum amount due from an officer of the company at any time during the year | NIL | NIL |

In the opinion of Board, Loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.



6. Sundry Debtors

Service Tax receivable from sundry debtors has been reduced from total sundry debtors in proportion to the periodical outstanding.

7. Short term loan accounts & advances, Short term creditors have been classified in view of management opinion that these assets and liabilities will be realised /paid with in the period of one year from the date of balance sheet though in some cases old litigations are pending but expected to be completely closed with in twelve months.

8. Income received in advance has been properly considered while preparing financial statements.

9. Sundry creditors include :

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| Investors Education and Protection fund | NIL | NIL |
| Amount due to small scale Industrial units | NIL | NIL |
| Amount due to other Industrial units | NIL | NIL |

In the opinion of Board, Sundry Creditors as stated in the balance sheet, though not individually confirmed by the respective parties are good and payable to the full extent in the ordinary course of business.

Disclosure on the basis of information available with the company, under Micro, small and Medium Enterprises Development Act, 2006 :

There are no micro, small and medium enterprises, as defined in the micro, small, medium enterprises development act, 2006, to whom the company owes dues.

This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

10. Contribution to provident and other fund.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|-----------------------------------|--------------------------------|--------------------------------|
| Contribution towards gratuity | - | - |
| Contribution towards pension fund | 1,84,719.00 | 2,26,851.00 |

11. Audit fees comprise:

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|-----------------------|--------------------------------|--------------------------------|
| As statutory auditors | 2,05,000.00 | 2,05,000.00 |
| Taxation Matters | 20,000.00 | 20,000.00 |
| Certification matters | - | - |
| Other services | 10,000.00 | 1,27,200.00 |

12. Details of remuneration and other perquisites to managerial personnel :

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|-------------------|--------------------------------|--------------------------------|
| Salary | 45,00,000.00 | 56,25,000.00 |
| Other perquisites | - | - |
| Total | 45,00,000.00 | 56,25,000.00 |
| No. of Employees | 3 | 3 |



13. Information pursuant to the provisions of part II of schedule VI of the Companies Act, 1956 (vide notification dated 30th October 1973 of the Department of Company Affairs, Government of India) is as under:

| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---------------------------------------|--------------------------------|--------------------------------|
| Licensed capacity | - | - |
| Installed capacity | - | - |
| Actual production | - | - |
| Raw Material Consumed | - | - |
| Imports (CIF-Value) | INR 22,31,50,702.00 | INR 12,89,96,448.00 |
| Other Expenditure In Foreign Currency | - | - |
| Earnings In Foreign Exchange | - | - |
| Sales | - | - |
| Opening Stock Of Goods Produced | - | - |
| Closing Stock Of Goods Produced | - | - |

14. The previous year figures have been regrouped/restated wherever necessary to make them comparable with current year's figures.

Signature to notes 01 to 23 referred to above which form part of Balance Sheet, Profit and Loss account and Cash Flow Statement.

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY

Firm Regn.No. : 001757C

Chartered Accountants

(S.K.GARG)

Proprietor

M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary



INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Sea TV Network Limited

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of Sea TV Network Limited ("the Company") and its subsidiaries, hereinafter referred to as the "Group" (refer Note No. 23 (ii) to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Qualified Opinion

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements.
7. Based on our audit and on the other financial information of the component(s) of the Group as referred to in paragraph 8 below, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

8. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of Rs.1343.68 lacs as at 31st March, 2014 the total revenue of Rs.112.28 lacs and cash flows (net) amounting to Rs.20.59 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.

For **Surendra G. & Company**
Firm Registration No. 001757C
Chartered Accountants

(S.K.Garg)
Proprietor

Membership No. 070974

Place : Agra
Date : 30th May, 2014

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2014**

(Amount in Rs.)

| PARTICULARS | Note No. | FIGURES AS AT 31.03.2014 | FIGURES AS AT 31.03.2013 |
|--|-------------|--------------------------------|------------------------------|
| I EQUITY AND LIABILITIES | | | |
| 1 SHAREHOLDERS' FUNDS | | | |
| a. Share Capital | 1 | 120,200,000.00 | 120,200,000.00 |
| b. Reserves & Surplus | 2 | 417,072,623.18 | 485,306,401.53 |
| c. Money received against share warrants | | - | - |
| | | <u>537,272,623.18</u> | <u>605,506,401.53</u> |
| 2 SHARE APPLICATION MONEY PENDING ALLOTMENT | | - | - |
| 3 NON-CURRENT LIABILITIES | | | |
| a. Long-term borrowings | 3 | 382,218,171.00 | 141,778,917.00 |
| b. Deferred tax liabilities (Net) | 4 | 27,805,890.00 | 18,462,771.00 |
| c. Other Long term liabilities | 5 | 109,929,389.00 | 20,259,090.00 |
| d. Long-term provisions | 6 | 3,015,421.00 | 2,735,749.00 |
| | | <u>522,968,871.00</u> | <u>183,236,527.00</u> |
| 4 CURRENT LIABILITIES | | | |
| a. Short-term borrowings | 7 | 104,049,924.25 | 61,380,485.44 |
| b. Trade payables | 8 | 91,581,629.78 | 81,253,379.00 |
| c. Other current liabilities | 9 | 67,411,101.71 | 32,921,736.78 |
| d. Short-term provisions | 10 | 2,326,364.00 | 1,911,141.00 |
| | | <u>265,369,019.74</u> | <u>177,466,742.22</u> |
| TOTAL | | <u><u>1,325,610,513.92</u></u> | <u><u>966,209,670.75</u></u> |
| II ASSETS | | | |
| 1 NON-CURRENT ASSETS | | | |
| a. FIXED ASSETS | 11 | | |
| (i) Tangible assets | | 583,301,106.93 | 306,871,612.06 |
| (ii) Intangible assets | | 1,196,831.13 | 1,497,381.15 |
| (iii) Capital work-in-progress | | 106,057,565.56 | 108,024,673.00 |
| (iv) Intangible assets under development | | - | - |
| b. Non-current investments | 12 | 5,265,000.00 | 5,265,000.00 |
| c. Deferred tax assets (net) | | - | - |
| d. Long-term loans and advances | 13 | 29,914,885.54 | 57,464,364.00 |
| e. Other non-current assets | 14 | 157,916,788.11 | 73,761,421.63 |
| | | <u>883,652,177.26</u> | <u>552,884,451.83</u> |
| 2 CURRENT ASSETS | | | |
| a. Current Investments | | - | - |
| b. Inventories | | - | - |
| c. Trade receivables | 15 | 138,712,672.84 | 158,709,474.51 |
| d. Cash and cash equivalents | 16 | 47,228,891.93 | 28,389,450.32 |
| e. Short-term loans and advances | 17 | 255,866,767.89 | 226,076,290.09 |
| f. Other current assets | | 150,004.00 | 150,004.00 |
| | | <u>441,958,336.66</u> | <u>413,325,218.92</u> |
| NOTES ON ACCOUNTS | 23 | | |
| TOTAL | | <u><u>1,325,610,513.92</u></u> | <u><u>966,209,670.75</u></u> |

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY

Firm Regn.No. : 001757C

Chartered Accountants

(S.K.GARG)

Proprietor

M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director(Pankaj Jain)
Director(Akshay Kumar Jain)
Director(Surinder Singh Bhatia)
Company Secretary


CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 01.04.2013 TO 31.03.2014

(Amount in Rs.)

| PARTICULARS | Note No. | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|-----------|---|---|
| I. Revenue from Operations | 18 | 181,174,420.00 | 205,730,855.00 |
| II. Other Income | 19 | 7,015,782.00 | 6,647,976.86 |
| III. Total Revenue (I + II) | | 188,190,202.00 | 212,378,831.86 |
| IV. Expenses : | | | |
| Cost of material consumed | | - | - |
| Purchase of stock in trade | | - | - |
| Changes in inventories of finished goods, work in progress and stock in trade | | - | - |
| Employee Benefit Expense | 20 | 38,820,483.00 | 40,108,295.00 |
| Finance Costs | 21 | 39,756,007.00 | 6,879,655.00 |
| Depreciation and Amortization Expense | | 47,058,633.72 | 16,268,129.83 |
| Other Expenses | 22 | 121,445,737.63 | 129,138,355.75 |
| Total Expenses | | 247,080,861.35 | 192,394,435.58 |
| V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV) | | (58,890,659.35) | 19,984,396.28 |
| VI. EXCEPTIONAL ITEMS | | - | - |
| VII. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI) | | (58,890,659.35) | 19,984,396.28 |
| VIII. EXTRAORDINARY ITEMS | | | |
| IX. PROFIT BEFORE TAX (VII-VIII) | | | |
| X. TAX EXPENSE: | | | |
| (1) Current Tax | | - | 1,049,442.00 |
| (2) Deferred Tax | | 9,343,119.00 | 6,079,665.00 |
| XI. PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS (IX-X) | | (68,233,778.35) | 12,855,289.28 |
| XII. PROFIT FROM DISCONTINUING OPERATIONS | | - | - |
| XIII. TAX EXPENSES OF DISCONTINUING OPERATIONS | | - | - |
| XIV. PROFIT FROM DISCONTINUING OPERATIONS (after tax) (XII-XIII) | | - | - |
| XV. PROFIT FOR THE PERIOD (XI + XIV) | | (68,233,778.35) | 12,855,289.28 |
| XVI. Earnings per equity share: | | | |
| (1) Basic | | (5.68) | 1.07 |
| (2) Diluted | | (5.68) | 1.07 |
| NOTES ON ACCOUNTS | 23 | | |

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
Proprietor
M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

| PARTICULARS | FOR THE YEAR ENDED 31-March-2014 | FOR THE YEAR ENDED 31-March-2013 |
|--|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax and after prior Period Adjustments | (58,890,659.35) | 19,984,396.28 |
| Adjustments for: | | |
| Depreciation | 46,908,629.72 | 16,118,125.83 |
| Interest Income | (6,617,852.00) | (51,419.00) |
| Gratuity & Leave Encashment Provision | 272,476.00 | (6,447,716.86) |
| Loss on Sale of Assets | 28,786.05 | 94,633.00 |
| Interest & Finance Charges | 39,756,007.00 | 6,879,655.00 |
| Differed Revenue & Miscellaneous Exp. Written Off | 150,004.00 | 150,004.00 |
| Operating Profit before working capital changes | 21,607,391.42 | 36,727,678.25 |
| Adjustments for: | | |
| Sundry Debtors | (64,308,568.81) | (87,613,792.80) |
| Loans & Advances | (2,240,999.34) | (64,225,276.40) |
| Current & Non Current Liabilities | 134,910,333.71 | 40,323,330.68 |
| Cash Generated from Operations | 89,968,156.98 | (74,788,060.27) |
| Miscellaneous Expenses Incurred | - | - |
| Direct taxes paid | - | 1,049,442.00 |
| Net Cash used in Operating Activities (A) | 89,968,156.98 | (75,837,502.27) |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (321,099,253.18) | (163,056,191.00) |
| Investment in subsidiaries | - | (765,000.00) |
| Interest Income | 6,617,852.00 | 6,447,716.86 |
| Net cash used in Investing Activities (B) | (314,481,401.18) | (157,373,474.14) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Interest Paid | (39,756,007.00) | (6,879,655.00) |
| Proceeds of short term borrowings | 53,537,877.81 | 26,851,620.54 |
| Re-payment of short term borrowings | (10,868,439.00) | - |
| Proceeds of long term borrowings | 247,976,187.00 | 140,061,136.00 |
| Re-payment of long term borrowings | (7,536,933.00) | - |
| Proceeds of Unsecured Loan | - | - |
| Proceeds from issue of capital (including premium) | - | - |
| Net Cash from Financing Activities (C) | 243,352,685.81 | 160,033,101.54 |
| Net Increase/(Decrease) in Cash and Cash Equivalent (A+B+C) | 18,839,441.62 | (73,177,874.87) |
| OPENING CASH BALANCE | 28,389,450.32 | 101,567,325.19 |
| CLOSING CASH BALANCE | 47,228,891.93 | 28,389,450.32 |

Notes on accounts form part of integral part of the cash flow statement.

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
Proprietor
M.No. 070974
Place : Agra
Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary



NOTES TO ACCOUNTS

(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| 1. SHARE CAPITAL | | |
| (a) AUTHORISED 1,70,00,000 Equity shares of Rs 10/= each (Prev.year 1,70,00,000 equity Share of Rs.10/= each) | <u>170,000,000.00</u> | <u>170,000,000.00</u> |
| (b) ISSUED, SUBSCRIBED AND FULLY PAID | <u>120,200,000.00</u> | <u>120,200,000.00</u> |
| TOTAL | <u>120,200,000.00</u> | <u>120,200,000.00</u> |
| (c) VALUE PER SHARE (Rs.) | <u>10.00</u> | <u>10.00</u> |
| (d) RECONCILIATION OF SHARES | | |
| Opening Balance of Shares | 12,020,000.00 | 12,020,000 |
| Shares Issued | NIL | NIL |
| Buy-Back of Shares | NIL | NIL |
| Closing Balance of Shares | 12,020,000.00 | 12,020,000 |
| (e) RIGHTS, PREFERENCES AND RESTRICTIONS ON DISTRIBUTION OF DIVIDEND AND THE REPAYMENT OF CAPITAL | NIL | NIL |
| (f) SHARES HELD BY - | | |
| Holding Company | NIL | NIL |
| Subsidiaries Company | NIL | NIL |
| Associates Company | NIL | NIL |
| (g) SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF SHARES | | |
| (i) Mr. Neeraj Jain | 6,770,800.00 | 6,770,800 |
| (ii) Raj Shah Enterprise Private Limited | - | 1,259,206 |
| (iii) Shriram Credit Company Ltd. | - | 696,891 |
| (h) SHARES RESERVED UNDER - | | |
| Options | NIL | NIL |
| Contracts/Commitments for the sale of shares/Disinvest- ment | NIL | NIL |
| (i) AGGREGATE NO. OF SHARES ALLOTTED AS FULLY PAID FOR THE PERIOD OF FIVE YEARS IMMEDIATELY PRE- CEDING | | |
| Pursuant to contract(s) without payment being received in cash | NIL | NIL |
| By way of bonus shares | NIL | NIL |
| Shares bought back | NIL | NIL |
| (j) SECURITIES CONVERTIBLE INTO EQUITY/PREFER- ENCE SHARES | NIL | NIL |
| (k) CALLS UNPAID BY - | | |
| Directors and officers | NIL | NIL |
| Others | NIL | NIL |
| (l) FORFEITED SHARES (Amount originally paid up) | NIL | NIL |
| 2. RESERVES AND SURPLUS | | |
| SECURITIES PREMIUM RESERVE | | |
| As per last balance sheet | <u>409,589,226.42</u> | <u>409,589,226.42</u> |
| | <u>409,589,226.42</u> | <u>409,589,226.42</u> |
| GENERAL RESERVE | | |
| As per Last Balance Sheet | 9,000,000.00 | 7,000,000.00 |
| Add: Transferred from Profit & Loss A/c | - | 2,000,000.00 |
| | <u>9,000,000.00</u> | <u>9,000,000.00</u> |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|---|---|
| SURPLUS i.e. BALANCE IN STATEMENT OF PROFIT AND LOSS | | |
| As per last balance sheet | 66,717,175.11 | 55,861,885.83 |
| Add: Profit as per statement of profit and loss | (68,233,778.35) | 12,855,289.28 |
| Less: Transfer to General Reserve | - | 2,000,000.00 |
| | <u>(1,516,603.24)</u> | <u>66,717,175.11</u> |
| TOTAL | <u>417,072,623.18</u> | <u>485,306,401.53</u> |

3. LONG TERM BORROWINGS**TERM LOANS****(a) Secured**

| | | |
|-----------------------|------------------------------|------------------------------|
| From Banks-Term Loans | 382,218,171.00 | 141,778,917.00 |
| From Other Parties | - | - |
| TOTAL | <u>382,218,171.00</u> | <u>141,778,917.00</u> |

Nature of Security**Term Loan From Banks****1. Primary Security**

Hypothecation all stock, book debts and other fixed & movable assets of the company both present & future.

2. Collateral Security:

Equitable mortgage of Land and building at Madhav Kunj, Loha Mandi ward, Agra, bearing no.47-B/5, 5-A, 4-A & 4-B. Owner- M/s Sea TV Network Ltd. valued Rs. 9.34 crores as on 11/01/2013.

Supplemental Equitable mortgage of house no. 148, Manas Nagar, Loha Mandi ward, Agra. Owner-Neeraj Jain & Pankaj Jain valued Rs. 3.15 crores as 11/01/2013.

Equitable mortgage of residential plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing no.50. Owner- Pankaj Jain. valued Rs. 0.17 crores as on 11/01/2013.

Equitable mortgage of residential plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing no.43. Owner- Pankaj Jain. valued Rs. 0.12 crores as on 11/01/2013.

Equitable mortgage of Commercial plot at Prem Puri, Mauza Baroli Ahir, Tajganj, Agra, bearing Kh.no.860. Owner- Sea TV Network Limited. valued Rs. 0.65 crores as on 11/01/2013.

Equitable mortgage of residential plot at Gayatri City, Mauza Lakhanpur, Lohamandi Ward, Agra, bearing no.A-12. Owner- Neeraj Jain. valued Rs. 0.46 crores as on 11/01/2013.

Equitable mortgage of residential plot at Gayatri City, Mauza Lakhanpur, Lohamandi Ward, Agra, bearing no.A-1. Owner- Neeraj Jain. valued Rs. 0.46 crores as on 11/01/2013.

Term of Repayment

- In 84 months including moratorium of 12 months by equal monthly installments of Rs.21.75 lacs each, Interest to be realized separately on monthly basis including moratorium period. applicable rate BR+3.50 %. Applicable for TL1-15.65 Crore
- In 72 months including moratorium of 9 months by equal monthly installments of Rs.13.89 lacs each, Interest to be realized separately on monthly basis including moratorium period. applicable rate BR+3.50 %. Applicable for TL2-10.00 Crore
- To be notionally repaid in 6 years 6 months (including 12 months moratorium) in 66 monthly installments as under: First 18 monthly installments of Rs.20.00 lacs each starting from oct 2014, next 12 monthly installments of Rs.40.00 lacs each, balance in 36 months installments of Rs.36.11 lacs. Interest to be realized separately on monthly basis as and when due. Applicable for Term Loan III as sublimit of FLC/LOU/Buyers Credit-25.00 Crore.



| <u>Term Loan From Banks</u> | <u>Term of Repayment</u> | |
|---|--------------------------|----------------------|
| Equitable mortgage of commercial plot at Pushp Puneet Villa, Mauza Bhogipura, Shahganj, Agra, bearing Shop no.38. Owner- Sea TV Network Limited. valued Rs. 0.18 crores as on 11/01/2013. | | |
| Equitable mortgage of commercial plot at Pushp Puneet Villa, Mauza Bhogipura, Shahganj, Agra, bearing Shop no.32. Owner- Sea TV Network Limited. valued Rs. 0.18 crores as on 11/01/2013. | | |
| Pledged of 3168000 Shares of Sea TV Network Limited in the name of Mr.Neeraj Jain-CMD (exclusive for our Bank) | | |
| 3. Guarantor | | |
| Mr. Neeraj Jain, Mr. Pankaj Jain, Mr. Akshay Kumar Jain & Associated Concerns | | |
| (b) Unsecured | | |
| From Banks | - | - |
| From Other Parties | - | - |
| TOTAL | <u>-</u> | <u>-</u> |
| 4. DEFERRED TAX LIABILITIES (Net) | | |
| Deferred Tax Liabilities arising on account of: | | |
| Depreciation Differences | 28,783,833.00 | 19,340,789.00 |
| Less : Deferred Tax Assets arising on account of: | | |
| Provision for employee Benefits | 977,943.00 | 878,018.00 |
| TOTAL | <u>27,805,890.00</u> | <u>18,462,771.00</u> |
| 5. OTHER LONG TERM LIABILITIES | | |
| OTHER PAYABLES | | |
| Security deposit from customers | 109,929,389.00 | 20,259,090.00 |
| TOTAL | <u>109,929,389.00</u> | <u>20,259,090.00</u> |
| 6. LONG TERM PROVISIONS | | |
| (a) Provision For Employee Benefits | 3,015,421.00 | 2,735,749.00 |
| (b) Others | - | - |
| TOTAL | <u>3,015,421.00</u> | <u>2,735,749.00</u> |
| 7. SHORT TERM BORROWINGS | | |
| (a) LOANS REPAYABLE ON DEMAND | | |
| Secured | | |
| From Banks | | |
| Cash Credit limit (Payable on Demand) (Security mentioned in Long Term Secured Loan i.e. Note-3) | 104,049,924.25 | 50,512,046.44 |
| Cash Credit Account Adhoc Limit (Security mentioned in Long Term Secured Loan i.e. Note-3) | - | 10,141,342.00 |
| Vehicle Loan (Payable within 12 Months) | - | 727,097.00 |
| From Other Parties | - | - |
| TOTAL | <u>104,049,924.25</u> | <u>61,380,485.44</u> |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|---|---|---|
| Unsecured | | |
| From Banks | - | - |
| From Subsidiary | - | - |
| From Other Parties | - | - |
| TOTAL | - | - |
| 8. TRADE PAYABLES | | |
| (a) Trade Payables | | |
| Payable to related party | 145,530.00 | - |
| Payable to Holding Company | - | - |
| Payable to Subsidiaries | - | - |
| Others | 91,436,099.78 | 80,594,615.00 |
| (b) Others | - | 658,764.00 |
| TOTAL | 91,581,629.78 | 81,253,379.00 |
| 9. OTHER CURRENT LIABILITIES | | |
| INCOME RECEIVED IN ADVANCE | 6,989,328.71 | 4,846,702.78 |
| OTHER PAYABLES | | |
| Book Overdraft | 2,697,262.00 | 8,055,704.00 |
| Term loan Instalment payable within 12 months | 54,768,000.00 | 13,050,000.00 |
| Security deposit from customers | 100,000.00 | - |
| Service tax, TDS & Other tax payable | 2,856,511.00 | 6,969,330.00 |
| TOTAL | 67,411,101.71 | 32,921,736.78 |
| 10. SHORT TERM PROVISIONS | | |
| (a) Provision for Employee Benefits | 335,957.00 | 304,794.00 |
| (b) Other Provisions - | | |
| Provision For Income Tax (Net of Payments) | 1,965,507.00 | - |
| Provision For Expenses | 24,900.00 | 1,606,347.00 |
| TOTAL | 2,326,364.00 | 1,911,141.00 |

11. FIXED ASSETS

CONSOLIDATED FIXED ASSETS & DEPRECIATION CHART FOR THE PERIOD 1ST APRIL 2013 TO 31ST MARCH 2014

| Items | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | | |
|--------------------------|-----------------------|-----------------------|------------------|-----------------------|----------------------|----------------------|---------------------------|----------------------|-----------------------|-----------------------|
| | As on 1-Apr-2013 | Additions | Deductions | As on 31-03-2014 | As on 1-Apr-2013 | For the period | Depreciation written back | As on 31-03-2014 | SLM as on 31-03-2014 | SLM as on 31-Mar-2013 |
| TANGIBLE ASSETS | | | | | | | | | | |
| Lands (Freehold) | 12,521,421.00 | 6,595,100.00 | - | 19,116,521.00 | - | - | - | - | 19,116,521.00 | 12,521,421.00 |
| Buildings | 30,176,784.00 | 17,367,620.00 | - | 47,544,404.00 | 1,364,756.30 | 493,301.03 | - | 1,858,057.33 | 45,686,346.67 | 28,812,027.70 |
| Plant & Machinery | 269,562,284.00 | 297,467,276.62 | 29,000.00 | 567,000,560.62 | 31,626,857.76 | 41,753,513.33 | 213.95 | 73,380,157.15 | 493,620,403.47 | 237,935,426.24 |
| Furniture & Fixture | 10,895,557.00 | 304,724.00 | - | 11,200,281.00 | 1,592,707.82 | 693,234.23 | - | 2,285,942.05 | 8,914,338.95 | 9,302,849.18 |
| Electric fittings/ Appl. | 5,805,625.00 | - | - | 5,805,625.00 | 670,536.37 | 367,496.06 | - | 1,038,032.43 | 4,767,592.57 | 5,135,088.63 |
| Computers | 13,148,629.00 | 1,253,263.00 | - | 14,401,892.00 | 7,104,793.26 | 2,247,348.23 | - | 9,352,141.50 | 5,049,750.50 | 6,043,835.74 |
| Vehicles | 10,261,156.00 | - | - | 10,261,156.00 | 3,140,192.41 | 974,809.82 | - | 4,115,002.23 | 6,146,153.77 | 7,120,963.59 |
| Sub Total | 352,371,456.00 | 322,987,983.62 | 29,000.00 | 675,330,439.62 | 45,499,843.94 | 46,529,702.70 | 213.95 | 92,029,332.69 | 583,301,106.93 | 306,871,612.05 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| Software | 699,550.00 | 71,377.00 | - | 770,927.00 | 313,138.71 | 251,279.02 | - | 564,417.73 | 206,509.28 | 386,411.29 |
| Trade mark | 128,300.00 | 7,000.00 | - | 135,300.00 | 64,435.63 | 13,203.00 | - | 77,638.63 | 57,661.37 | 63,864.37 |
| Video Right | 1,144,450.00 | - | - | 1,144,450.00 | 97,344.52 | 114,445.00 | - | 211,789.52 | 932,660.48 | 1,047,105.48 |
| Sub Total | 1,972,300.00 | 78,377.00 | - | 2,050,677.00 | 474,918.86 | 378,927.02 | - | 853,845.88 | 1,196,831.13 | 1,497,381.14 |
| T O T A L | 354,343,756.00 | 323,066,360.62 | 29,000.00 | 677,381,116.62 | 45,974,762.80 | 46,908,629.72 | 213.95 | 92,883,178.56 | 584,497,938.06 | 308,368,993.19 |
| Previous year | 259,604,033.00 | 99,911,231.00 | 5,171,508.00 | 354,343,756.00 | 30,226,554.28 | 16,118,125.83 | 369,917.31 | 45,974,762.79 | 308,368,993.21 | 229,377,478.71 |
| Capital Work-In-Progress | - | - | - | - | - | - | - | - | 105,076,090.56 | 107,050,698.00 |



| PARTICULARS | (Amount in Rs.) | |
|---|---|---|
| | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
| 12 NON-CURRENT INVESTMENTS | | |
| (a) INVESTMENTS IN EQUITY INSTRUMENTS | | |
| LONG TERM INVESTMENTS-SUBSIDIARY COMPANIES | - | - |
| Equity Shares-Fullypaid up (Unquoted) | - | - |
| (b) INVESTMENTS IN PREFERENCE SHARES | | |
| INVESTMENTS - SUBSIDIARY COMPANIES | - | - |
| Unquoted | - | - |
| TOTAL | - | - |
| (c) LONG TERM INVESTMENTS-Other Companies | | |
| Sea Print Media and Publication Limited | 4,500,000.00 | 4,500,000.00 |
| 4,50,000 Equity Shares of Rs.10 each (NIL Equity Shares acquired during the period) | | |
| TOTAL | 4,500,000.00 | 4,500,000.00 |
| The basis of valuation - at cost | | |
| Aggregate Amount of quoted investments | NIL | NIL |
| Aggregate Amount of unquoted investments | 4,500,000.00 | 4,500,000.00 |
| Aggregate provision made for diminution in value of investments | - | - |
| (d) INVESTMENTS IN LLPs-Trade and Unquoted | | |
| Long Term Capital in LLP-at Cost | | |
| 51% (Prev. year Nil) Interest in Vaishno Cable Network LLP | 765,000.00 | 765,000.00 |
| TOTAL | 765,000.00 | 765,000.00 |
| (e) INVESTMENTS IN MUTUAL FUNDS | | |
| During the period ,the company has not acquired and sold any investments in Mutual Fund | - | - |
| 13. LONG-TERM LOANS & ADVANCES | | |
| (a) CAPITAL ADVANCES | 11,214,753.00 | 47,964,753.00 |
| (b) SECURITY DEPOSITS | 880,999.00 | 1,046,999.00 |
| (c) LOANS AND ADVANCES TO RELATED PARTIES | | |
| Loan to Associate companies | - | - |
| Loan & Advance to holding company | - | - |
| Loan & Advance to subsidiary company | - | - |
| (d) OTHER LOANS AND ADVANCES | | |
| Advances to executives and staff | 718,805.00 | 727,803.00 |
| Advances recoverable in cash or in kind or for value to be received | 6,848,834.00 | 5,837,755.00 |
| Balance with Govt. Authorities | 10,251,494.54 | 1,887,054.00 |
| TOTAL | 29,914,885.54 | 57,464,364.00 |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|--|---|---|
| 14 OTHER NON CURRENT ASSETS | | |
| Unsecured, considered good unless stated otherwise | | |
| (a) Other Receivables | 157,810,825.11 | 73,505,454.63 |
| | <u>157,810,825.11</u> | <u>73,505,454.63</u> |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |
| (b) PRELIMINARY EXPENDITURE | | |
| Opening Balance | 255,967.00 | 405,971.00 |
| Less : Written Off During the Year | <u>150,004.00</u> | <u>150,004.00</u> |
| | <u>105,963.00</u> | <u>255,967.00</u> |
| TOTAL | <u><u>157,916,788.11</u></u> | <u><u>73,761,421.63</u></u> |
| 15 TRADE RECEIVABLES | | |
| Unsecured, considered good unless stated otherwise | | |
| Debts outstanding for a period exceeding six months | | |
| Considered good | 47,327,967.35 | 79,584,447.00 |
| Considered doubtful | - | - |
| | <u>47,327,967.35</u> | <u>79,584,447.00</u> |
| Less : Provisions for doubtful debts | - | - |
| | <u>47,327,967.35</u> | <u>79,584,447.00</u> |
| Other debts | | |
| Considered good | 91,384,705.49 | 79,125,027.51 |
| TOTAL | <u><u>138,712,672.84</u></u> | <u><u>158,709,474.51</u></u> |
| Debts due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debts due by firms or private companies in which any director is a partner or a director or a member | - | - |
| 16. CASH & CASH EQUIVALENTS | | |
| (a) BALANCE WITH BANKS | | |
| In Current Account | 35,787,667.93 | 24,451,182.32 |
| In Fixed Deposit Account | | |
| (pledged as security agst. Performance guarantee to BSE) | - | 2,934,925.00 |
| In Fixed Deposit Accounts | <u>6,525,000.00</u> | - |
| | <u>42,312,667.93</u> | <u>27,386,107.32</u> |
| (b) CHEQUES,DRAFTS ON HAND | - | - |
| (c) CASH ON HAND | 4,915,624.00 | 1,002,743.00 |
| (d) OTHERS (Stamps in hand) | 600.00 | 600.00 |
| TOTAL | <u><u>47,228,891.93</u></u> | <u><u>28,389,450.32</u></u> |



| PARTICULARS | (Amount in Rs.) | |
|--|---|---|
| | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
| 17. SHORT TERM LOANS & ADVANCES | | |
| (a) CAPITAL ADVANCES | 125,649,951.50 | 130,642,551.00 |
| (b) SECURITY DEPOSITES | 30,000.00 | 2,600,000.00 |
| (c) LOANS AND ADVANCES TO RELATED PARTIES | | |
| Loan to Associate companies | 57,007,376.00 | 23,854,434.00 |
| Loan & Advance to holding company | - | - |
| Loan & Advance to subsidiary company | - | - |
| (d) LOANS AND ADVANCES TO OTHERS | | |
| (Unsecured, considered good) | | |
| Advance to executive and staff | 171,696.00 | 306,993.00 |
| Prepaid expenses | 5,410,651.00 | 5,181,846.00 |
| Intercorporate loans | 4,324,000.00 | 4,324,000.00 |
| Balance with Govt. Authorities | 32,150,542.39 | 23,129,951.09 |
| Other loans & Advances | 31,122,551.00 | 36,036,515.00 |
| TOTAL | 255,866,767.89 | 226,076,290.09 |
| Debits due by directors or other officers of the company or any of them severally or jointly with any other person | - | - |
| Debits due by firms or private companies in which any director is a partner or a director or a member | - | - |
| 18. REVENUE FROM OPERATIONS | | |
| (a) Sale of services | | |
| Income from Operations | 180,862,420.00 | 204,290,095.00 |
| | <u>180,862,420.00</u> | <u>204,290,095.00</u> |
| (b) Other operating revenue | | |
| Income from Channel Operations | - | - |
| Income from Subscription Fee | - | 510,000.00 |
| Other Income | 312,000.00 | 930,760.00 |
| | <u>312,000.00</u> | <u>1,440,760.00</u> |
| TOTAL | 181,174,420.00 | 205,730,855.00 |
| 19 OTHER INCOME | | |
| (a) Other Operating Income | | |
| Interest From Bank Fixed Deposit | 413,027.00 | 1,563,337.86 |
| Interest on Loan to Related Company | 2,562,778.00 | 623,615.00 |
| Interest on loan to subsidiary | - | - |
| Interest on loan to others | 3,637,931.00 | 4,260,764.00 |
| Interest on Income Tax Refund AY 2012-13 | 4,116.00 | - |
| Profit on Foreign Exchange Flauctions | - | - |
| Misc.Income | - | 4,800.00 |
| | <u>6,617,852.00</u> | <u>6,452,516.86</u> |
| (b) Other Non-operating Income | | |
| Other Income | 257,564.00 | - |
| Earlier Year Income | 127,341.00 | - |
| Liability No longer required written back | 13,025.00 | 195,460.00 |
| | <u>397,930.00</u> | <u>195,460.00</u> |
| TOTAL | 7,015,782.00 | 6,647,976.86 |



(Amount in Rs.)

| PARTICULARS | FIGURES FOR THE PERIOD ENDED 31.03.2014 | FIGURES FOR THE PERIOD ENDED 31.03.2013 |
|------------------------------------|--|--|
| 20 EMPLOYEE BENEFIT EXPENSE | | |
| Salaries and Wages | 36,901,371.00 | 38,405,607.00 |
| Contribution to EPF & ESI | 1,318,816.00 | 1,284,343.00 |
| Employee Welfare & Other Amenities | 327,820.00 | 403,252.00 |
| Gratuity and Leave Encashment | 272,476.00 | 15,093.00 |
| TOTAL | 38,820,483.00 | 40,108,295.00 |
| 21 FINANCE COSTS | | |
| Interest to Director | 18,599.00 | 65,293.00 |
| Interest to Subsidiaries | - | - |
| Interest to Others | 39,737,408.00 | 6,814,362.00 |
| TOTAL | 39,756,007.00 | 6,879,655.00 |
| 22 OTHER EXPENSE | | |
| Pay Channels | 55,621,468.00 | 43,256,350.00 |
| Carriage Fess Expenses | 10,140,278.00 | 29,335,237.00 |
| Subscription Fee | - | 448,799.00 |
| Line Maintenance Expenses | 1,857,034.00 | 1,481,457.00 |
| News Expenses | 7,093,457.00 | 11,318,940.00 |
| Programming Running Expenses | 934,487.00 | 1,435,091.00 |
| Power, Fuel & Electricity | 5,600,068.00 | 6,018,927.00 |
| Security Service Charges | 248,283.00 | 151,680.00 |
| Website & Software charges | 68,255.60 | 46,724.00 |
| WPC Fees | 141,000.00 | 141,000.00 |
| Foreign Exchange rate difference | 151,159.10 | 139,900.00 |
| Rent | 1,978,844.00 | 2,167,628.00 |
| Rates and Taxes | 2,963,325.00 | 3,980,590.00 |
| Repairs and Maintenance Machinery | 196,937.00 | 185,046.00 |
| Insurance | 292,125.00 | 157,378.00 |
| Directors' Meeting Fees | 23,000.00 | 25,000.00 |
| Loss on Sale of Fixed Assets | 28,786.05 | 94,633.00 |
| Commission To Selling Agents | 807,919.00 | 317,467.00 |
| Travelling and Conveyance Expenses | 3,385,238.00 | 3,203,959.00 |
| Auditors Fees | 235,000.00 | 235,000.00 |
| Mobiles & Telephone Expenses | 3,255,988.00 | 3,237,534.00 |
| Advertisement and Publicity | 2,863,596.00 | 1,856,517.00 |
| Bad Debts Written Off | - | 361,560.00 |
| Miscellaneous Expenses | 10,900,039.88 | 6,497,636.75 |
| Teleport Charges | 12,659,450.00 | 13,044,302.00 |
| TOTAL | 121,445,737.63 | 129,138,355.75 |



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET, PROFIT & LOSS ACCOUNT AND CASH FLOW STATEMENT

NOTE NO. 23

NOTES ON ACCOUNTS

1. Basis of Preparation

- (i) The consolidated financial statements are prepared in accordance with Accounting Standard (AS) 21 on consolidated financial statements notified pursuant to the companies (Accounting Standards) Rules, 2006 (as amended). The consolidated financial statements comprise the financial statements of Sea TV Network Limited (the company) and its subsidiaries. The company and its subsidiaries constitute the Sea TV group. Reference in these notes to the company or SEA TV shall mean to include Sea TV Network Limited and/or any of its subsidiaries, consolidated in these financial statements unless otherwise stated.
- (ii) The list of companies which are included in consolidation and the parent company's holdings therein are as under :-

| Subsidiaries | 31.03.2014 | 31.03.2013 |
|------------------------------------|------------|------------|
| 1. Sea News Network Limited | 100% | 100% |
| 2. Jain Telemedia Services Limited | 100% | 100% |

Since Parent Company Holding in Sea Print Media & Publication Limited is less 50% hence this company has not been considered as subsidiary company for the year ended 31.03.2014

Each of the above companies is incorporated in India and financial statements are drawn up to the same reporting date as that of the parent company i.e. March 31,2014.

- (iii) The consolidated financial statements have been prepared to comply in all material respect with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act,1956.
- (iv) The consolidated financial statements have been prepared under the historical cost convention on an accrual basis, except where impairment is made.
- (v) The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.
- (vi) The consolidated financial statements of the company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items as assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits/losses.
- (vii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the manner as the Company's separate financial statements.

2. Use of Estimates

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

3. Significant Accounting Policies

a) AS - 1 Disclosure of Accounting policies

The Financial Statements are prepared to compile with the Accounting Standards (AS) referred to in the Companies (Accounting Standard) Rules 2006 issued by the central government in exercise of the power conferred under sub-section (i)(a) of Section 642 and the relevant provision of the Companies Act 1956 Corresponding to section 469 of the Companies Act, 2013 (the 'Act'). The accompanying financial statements are prepared in accordance with generally accepted accounting principles in India ("GAAP"), under the historical Cost convention on the accrual basis as a going concern. The company has consistently applied the accounting policies unless otherwise stated.

b) AS - 2 Valuation of inventories

In the absence of Inventory AS-2 is not applicable.

c) AS - 3 Cash Flow Statements

The Cash flow statement is prepared under " Indirect method" and the same is annexed.

**d) AS - 4 Contingencies and events occurring after Balance Sheet Date**

Two Petitions have been filed on 15.05.2014 by Den Networks Limited against the company claiming placement fee due for Rs.33,70,800/= and Rs.1,12,17,274/= respectively before TDSAT. The company has already transferred these MOUs to its subsidiary M/s. Sea News Network Limited. Sea News Network Limited has a Debit Balance of Rs.2,32,01,295/- towards Den Networks against which Sea News Network Limited file a legal suit for recovery of this amount.

e) AS - 5 Net Profit or loss for the period, prior period items and changes in accounting policies

Details of prior period debits/credits to Profit and loss account:

| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|----------------------------|--------------------------------|--------------------------------|
| Raw material consumed | - | - |
| Rates & Taxes | - | - |
| Interest & finance charges | - | - |
| Other expenses/(income) | 5,61,651/(3,84,905) | 50,621/(17,85,108) |

f) AS - 6 Depreciation accounting

Depreciation is charged on straight-line method (SLM) as per rates specified in schedule XIV of the Companies Act, 1956.

In respect of additions/deductions during the year, pro-rata depreciation has been provided at the rates proscribed under schedule XIV.

Depreciation on set top boxes has been charged for an amount as is arrived at by dividing 90% of the original cost thereof to the company by specified period in each case as certified by Chartered Engineer.

Depreciation in respect of assets acquired during the year, whose cost does not exceed Rs.5000/- has not been charged @100%.therefor a sum of **Rs.22,86,37,921.50** (Previous Year Rs.7,40,55,365.76) has been less charged as depreciation.

g) AS - 7 Construction Contracts

The accounting standard is not applicable.

h) AS - 8 Research & Development

The accounting standard is withdrawn.

i) AS - 9 Revenue recognition

(i) Income of the company is derived from services. Revenue is recognized on accrual basis on the basis of services provided to the clients.

(ii) Income from Investment is credited to revenue in the year in which it accrues. Income is stated in full with tax thereon.

(iii) Dividend is recognized as income as and when the right to receive such payment is established.

(iv) Other Income is accounted for on accrual basis in accordance with Accounting Standard (AS) 9 - "Revenue Recognition".

(v) The revenue and expenditure are accounted on a going concern basis.

j) AS - 10 Accounting for fixed assets

Fixed assets are stated at cost including borrowing costs directly attributable cost of bringing them to their respective working condition for intended use, less accumulated depreciation thereon.

No Assets has been revalued during the year.

k) AS - 11 Accounting for effects of changes in foreign exchange rates

| Sl. No. | Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---------|--|--------------------------------|--------------------------------|
| 1. | Amount of exchange rate difference included in profit & loss account (Profit) / Loss | 1,51,159.10 | 1,39,900.00 |
| 2. | Amount of exchange rate difference included in cost of fixed assets/capital work in progress | 1,24,65,985.68 | NIL |



l) AS - 12 Accounting for Government Grants

The company has not received any grants.

m) AS - 13 Accounting for Investments-

Investments are classified into current investments and long-term investments. The cost of investments includes acquisition charges such as brokerage charges, fees and duties. Current Investments are carried at lower of Cost and Fair Value.

Long-term investments are valued at cost. No Provision for diminution is made to recognize the decline being temporary in the carrying value of each investment.

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| Investments made during the year | 0.00 | 7,65,000.00 |
| Investments realised during the year | - | - |
| Cost of Investments held as at Balance sheet date* | 52,65,000.00 | 52,65,000.00 |

*An investment of Rs.60 by way of subscription in the equity shares of Sea Print Media & Publication Limited is being held in the name of the nominees of the company.

n) AS - 14 Accounting for amalgamation

During the year there was no amalgamation.

o) AS - 15 Accounting for employee benefits

- Short Term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss account of the year in which the related service is rendered.

a) Defined Contribution Plan

Contributions to Defined Contribution Plan, recognized as expense are as under:

Amount (In Rs.)

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---|--------------------------------|--------------------------------|
| Employee Contribution To Provident Fund | 2,76,061.00 | 3,41,670.00 |

b) Defined Benefit Plan

The employees' gratuity scheme is a Defined Benefit Plan(DBP). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

i. Reconciliation of opening and closing balances of DBP

| TABLE SHOWING CHANGE IN PRESENT VALUE OF OBLIGATION OF GRATUITY | | |
|---|--------------|-------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| DBP at the beginning of the year | 24,92,958 | 27,87,168 |
| Interest Cost | 2,24,366 | 2,22,973 |
| Current Service Cost | 6,24,548 | 7,08,813 |
| Benefits Paid | - | - |
| Actuarial (gain)/loss | (5,82,045) | (12,25,996) |
| DBP at the End of the year/ period | 27,59,827 | 24,92,958 |
| Current liabilities due with in one year | 76,766 | 71,788 |
| Non current liabilities due after one year | 26,83,061 | 24,21,170 |



| TABLE SHOWING CHANGE IN PRESENT VALUE OF OBLIGATION OF LEAVE ENCASHMENT | | |
|--|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| DBP at the beginning of the year | 3,99,432 | 90,129 |
| Interest Cost | 35,949 | 7,210 |
| Current Service Cost | 1,79,807 | 1,57,308 |
| Benefits Paid | - | - |
| Actuarial (gain)/loss | (2,10,149) | 1,44,785 |
| DBP at the End of the year/ period | 4,05,039 | 3,99,432 |
| Current liabilities due with in one year | 38,963 | 40,824 |
| Non current liabilities due after one year | 3,66,076 | 3,58,608 |

ii. Actual Return on Plan Assets

| Actuarial (Gain)/Losses ON GRATUITY | | |
|--|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Actuarial (gain)/loss-Obligation | 5,82,045 | 12,25,996 |
| Actuarial return on plan assets | | |
| Total Actuarial (gain)/loss | (5,82,045) | (12,25,996) |
| Actuarial (gain)/loss recognized | (5,82,045) | (12,25,996) |
| Actuarial (Gain)/ Loss | - | - |

| Actuarial (Gain)/Losses on LEAVE ENCASHMENT | | |
|--|--------------------|----------------|
| Particulars | Amount(Rs.) | |
| | 2013-14 | 2012-13 |
| Actuarial (gain)/loss-Obligation | 2,10,149 | (1,44,785) |
| Actuarial return on plan assets | | |
| Total Actuarial (gain)/loss | (2,10,149) | 1,44,785 |
| Actuarial (gain)/loss recognized | (2,10,149) | 1,44,785 |
| Actuarial (Gain)/ Loss | | |

iii. Reconciliation of amount recognized in Balance Sheet

| The Amount to be Recognized in Balance Sheet of Gratuity | | |
|---|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Present Value of the Obligation at the end of the period | 27,59,827 | 24,92,958 |
| Fair Value of Plan Asset at the end of the Period | | |
| Net Liability/(assets) recognised in Balance Sheet and related Analysis | (27,59,827) | (24,92,958) |
| Funded Status | (27,59,827) | (24,92,958) |

| The Amount to be Recognized in Balance Sheet of Leave Encashment | | |
|---|---------------------|----------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Present Value of the Obligation at the end of the period | 4,05,039 | 3,99,432 |
| Fair Value of Plan Asset at the end of the Period | | |
| Net Liability/(assets) recognised in Balance Sheet and related Analysis | (4,05,039) | (3,99,432) |
| Funded Status | (4,05,039) | (3,99,432) |



iv. Expense Recognized during the period in Profit & Loss A/c.

| EXPENSES RECOGNISED IN PROFIT & LOSS ACCOUNT OF GRAUTITY | | |
|--|--------------|-------------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Interest Cost | 2,24,366 | 2,22,973 |
| Current Service Cost | 6,24,548 | 7,08,813 |
| Expected Return on Plan Asset | - | - |
| Net Actuarial (gain)/loss recognised in the period | (5,82,045) | (12,25,996) |
| Expenses to be recognized in P/L Account | 2,66,869 | (2,94,210) |

| EXPENSES RECOGNISED IN PROFIT & LOSS ACCOUNT OF LEAVE ENCASHMENT | | |
|--|--------------|----------|
| Particulars | Amount (Rs.) | |
| | 2013-14 | 2012-13 |
| Interest Cost | 35,949 | 7,210 |
| Current Service Cost | 1,79,807 | 1,57,308 |
| Expected Return on Plan Asset | - | - |
| Net Actuarial (gain)/loss recognised in the period | (2,10,149) | 1,44,785 |
| Expenses to be recognized in P/L Account | 5,607 | 3,09,303 |

v. Principal Actuarial Assumptions

| ASSUMPTIONS EMPLOYED FOR CALCULATION OF Gratuity & Leave Encashment | | |
|---|-------------------|-------------------|
| Particulars | Period | Period |
| | 01.04.13-31.03.14 | 01.04.12-31.03.13 |
| Discount Rate | 9.00% pa | 8.00% pa |
| Salary Growth Rate | 6.50% pa | 5.50% pa |
| Mortality | IALM [2006-2008] | LIC 1994-96 |
| Expected Rate of Returns | - | - |
| Withdrawal Rate | | |
| Upto 30 years, | 3.00% pa | 3.00% pa |
| From 31 to 44 years | 2.00% pa | 2.00% pa |
| Above 44 Years | 1.00% pa | 1.00% pa |

Projected unit credit (PUC) actuarial method has been followed in calculating the above liabilities as certified by M/s SAKET SINGHAL (Actuarial and Financial Consultants), New Delhi.

p) AS - 16 Borrowing cost

- The borrowing costs have been treated in accordance with accounting standard on borrowing cost.
- Interest on borrowings directly attributable to the acquisition of qualifying assets are capitalised as part of the assets up to the date the asset is ready for use. Other borrowing costs are charged to the Profit & Loss account in the year in which they are incurred Amount of loan payable with in one year:

(Rs. In Lacs)

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|------------------------|--------------------------------|--------------------------------|
| Secured - from banks | 1265.94 | 348.56 |
| Secured - from others | - | - |
| Unsecured - from banks | - | - |
| TOTAL | 1265.94 | 348.56 |

q) AS - 17 Segment reporting

The company is a single product, single location company and hence the requirements of Accounting Standard 17 on Segment Reporting is not applicable.



r) AS - 18 Related party disclosure

Disclosure is made as per the requirements of the standard and the same is furnished below:

| List of related parties | | |
|---------------------------------------|---|--|
| Reporting entity | Sea TV Network Limited | |
| Subsidiary companies | Sea News Network Limited Jain Telemedia Services Limited | |
| Holding companies | NIL | |
| Fellow subsidiaries | NIL | |
| Associate companies | Sea Print Media and Publication Limited | |
| LLP Companies | Sea Vaishno Cable Network LLP | |
| Group Companies | Jinvani Media Venture Limited My Digital Network Limited [Formally known as- Sea Digital Network Limited & Namokar Global Broadcasting Limited] Sea Shoppers Private Limited | |
| Key Managerial Personal | Mr. Neeraj Jain Mr. Pankaj Jain Mr. Akshay Kumar Jain | Chairman & MD Director Director |
| Relatives of Key Management Personnel | Mrs. Sonal Jain Mrs. Chhaya Jain Mr. Chakresh Jain Mr. Arinjay Kumar Jain | Wife of Mr. Neeraj Jain Wife of Mr. Pankaj Jain Brother of Mr. Akshay Kumar Jain Brother of Mr. Akshay Kumar Jain |

Particulars of transaction with related parties:

| Name of the transaction | Holding Company, Subsidiary Company and Associates | | Enterprises owned or significantly influenced by Key Personnel Management or their relatives | | Key Management Personnel | | Relatives of Key Management Personnel | |
|--|--|---------------|--|---------------|--------------------------|---------------|---------------------------------------|---------------|
| | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year | Current Year | Previous Year |
| Purchase of goods | - | - | - | - | - | - | - | - |
| Sale of goods | - | - | - | - | - | - | - | - |
| Sale of fixed assets | - | - | - | - | - | - | - | - |
| Rendering of services | 2,02,248 | 180,000 | - | - | - | - | - | - |
| Availing of services | 30,18,450 | - | - | - | - | - | - | - |
| Trade advances received/ repaid during the year | 25,705 | 3,27,231.20 | - | - | - | - | - | - |
| Trade advances made/ received back during the year | 25,705 | 3,27,231.20 | - | - | - | - | - | - |
| Loans taken | - | - | - | - | 2,92,840 | 8,65,293 | - | - |
| Loans Repaid | - | - | - | - | 9,51,604 | 2,06,529 | - | - |
| Outstanding Balance of Loans Taken | - | - | - | - | - | 6,58,764 | - | - |
| Maximum Balance during the period | - | - | - | - | 8,58,764 | 8,00,000 | - | - |
| Remuneration to key management personnel | - | - | - | - | 45,00,000 | 56,25,000 | 16,19,452 | 15,60,000 |
| Rent | - | - | - | - | 12,00,000 | 12,00,000 | - | - |
| Interest Paid | - | - | - | - | 34,840 | 65,293 | - | - |
| Interest Received | 56,53,708 | 43,68,572 | - | - | - | - | - | - |
| Sundry debtors | (6,37,755) | - | - | - | - | - | - | - |
| Loan given | 11,86,11,750 | 7,34,28,572 | - | - | - | - | - | - |
| Loan received back | 8,54,58,808 | 7,26,68,443 | - | - | - | - | - | - |
| Loans & advances receivable | 5,70,07,376 | 2,38,54,434 | - | - | - | - | - | - |
| Sundry creditors | 16,79,560 | - | - | - | - | - | - | - |
| Obligations arising out of agreements | - | - | - | - | - | - | - | - |
| Investments made during the year | - | 7,65,000 | - | - | - | - | - | - |
| Guarantee given | 57,15,00,000 | 20,80,00,000 | - | - | - | - | - | - |
| Bill Reimburse | - | - | - | - | 2,58,032 | - | - | - |



s) AS - 19 Accounting for leases

The company has not entered into lease agreements during the year.

| Minimum Lease Payment | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|--------------------------------|--------------------------------|
| 1. Payable not later than 1 Year | - | - |
| 2. Payable later than 1 year and not later than 5 years. | - | - |
| TOTAL | - | - |

t) AS - 20 Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The Company does not have any outstanding diluted Potential equity shares, consequently the basic and diluted earning per share of the Company remain the same.

Disclosure is made in the Profit and Loss A/c as per the requirements of the standard.

u) AS - 21 Consolidated financial statements

Company has two subsidiaries namely Sea News Network Ltd. and Jain Telemedia Services Ltd. Consolidated financial statements for the year are prepared and reported as per (AS) requirement.

v) AS - 22 Accounting for taxes on income

Tax expense for the year, comprising current tax and deferred tax, are included in determining the net profit for the year. A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable incomes and accounting income at currently or substantively enacted tax rates. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviews for the appropriateness of their respective carrying values at each Balance Sheet Date

w) AS - 23 Accounting for investments in associates in consolidated financial statements

Not applicable

x) AS - 24 Discontinuing operations

During the year the company has not discontinued any of its operations.

y) AS - 25 Interim Financial reporting

Company has not selected for any interim financial reporting.

z) AS - 26 Accounting for intangible assets

(i) Recognition

Intangible fixed assets acquired separately are measured on initial recognition at cost

(ii) Amortization

Intangible assets are amortized on straight line basis over the estimated useful economic life of the asset. The Company presume that the useful economic life of trade mark is 10 years from the year in which it is acquired and is ready to use . The useful economic life of Software is 3 years from the year in which it is acquired and is ready to use and the useful economic life of Video Rights is 10 years from the year in which it is acquired and is ready to use.

aa) AS - 27 Capital commitments of reporting entity in joint venture

Not applicable

ab) AS - 28 Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any indications exist, the recoverable amount is estimated. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.



ac) AS - 29 Provisions, contingent liabilities and contingent assets

- i) Provision are recognized for liabilities that can be measured only by using a substantial degree of estimation, if
 - a) The company has a present obligation as a result of past event,
 - b) A probable outflow of resources is expected to settle the obligation and
 - c) The amount of obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be incurred.
- ii) Contingent Liability is disclosed in the case of
 - (a) A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - (b) A possible obligation, of which the probability of outflow of resources is remote.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
Contingent Assets are neither recognized nor disclosed.
- iii) Following Contingent Liabilities contested and not provided for are as under:
 - (a) A demand against Sea TV Network Limited for Rs.65,24,741.20 was raised on 26 April 2012 by M/s. Torrent Power Ltd. for rented premises of the company against which Sea TV Network Limited had deposited Rs.25 lacs under protest. The matter is pending in Special Investigation cell of police department of Agra and in view of hope of deletion of whole demand, company has not made any provision against the said demand.
 - (b) A demand against Sea TV Network Limited for Rs.2,15,220/= has been raised on 20.3.2013 by Income tax department for A.Y. 2010-11 against which company has filed an appeal before CIT (Appeals) Agra on 26-April-2013 In view of hope of deletion of all additions/disallowances, company has not made any provision against the said demand.
 - (b) A demand of Rs.1,16,00,800/- has been raised on 24.03.2014 by Entertainment Tax Department on Sea TV Network Limited for F/Y 2013-2014 against which Company has ascertained liability for Rs.12,17,300/- Company has filed a reply against wrong demand of Rs.1,03,83,500/-, In view of instruction issued by District Magistrate, Agra for investigation. Company has not made any provision for the said demand as in the hope for deletion of whole demand.
 - (d) An appeal has been filed by M/s. Pioneer Publicity Corporation Pvt. Ltd. before High Court of Delhi on 25.02.2014 against Sea TV Network Limited and its two associates M/s. Sea Print Media & Publication Ltd. and Sea News Network Ltd. for bills pending for Rs.480,000/= and interest Rs.57,600/=. Since, there is no ascertainable liability involved, no provision has been made in this regard.

4. Acquisition/Subscription - NIL

5. Sundry Debtors

Service Tax receivable from sundry debtors has been reduced from total sundry debtors in proportion to the periodical outstanding.

- 6. Sundry debtors, Short term loan accounts & advances, Short term creditors have been classified in view of management opinion that these assets and liabilities will be realised / paid with in the period of one year from the date of balance sheet though in some cases old litigations are pending but expected to be completely closed with in twelve months.

7. Contingent liability not provided for:

| Particulars | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|--|-----------------------------|-----------------------------|
| On counter guarantee given to banks | - | 24,20,000.00 |
| On letter of credits | - | - |
| On bills discounted and purchased | - | - |
| On capital commitments towards capital expenditure | - | - |



8. Information pursuant to the provisions of part II of schedule VI of the Companies Act, 1956 (vide notification dated 30th October 1973 of the Department of Company Affairs, Government of India) is as under:

| | Year Ended on 31 March 2014 | Year Ended on 31 March 2013 |
|---------------------------------------|--------------------------------|--------------------------------|
| Licensed capacity | - | - |
| Installed capacity | - | - |
| Actual production | - | - |
| Raw Material Consumed | - | - |
| Imports (CIF-Value) | INR 22,31,50,702.00 | INR 12,89,96,448.00 |
| Other Expenditure In Foreign Currency | - | - |
| Earnings In Foreign Exchange | - | - |
| Sales | - | - |
| Opening Stock Of Goods Produced | - | - |
| Closing Stock Of Goods Produced | - | - |

9. The previous year figures have been regrouped/restated wherever necessary to make them comparable with current year's figures.
10. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the parent Company financial statements.

Signature to notes 01 to 23 referred to above which form part of Balance Sheet, Profit and Loss account and Cash Flow Statement.

See accompanying notes to the financial statements

As per our report of even date attached

For SURENDRA G. & COMPANY
Firm Regn.No. : 001757C
Chartered Accountants

(S.K.GARG)
Proprietor
M.No. 070974

Place : Agra

Date : 30th May 2014

For and on behalf of the Board

(Neeraj Jain)
Chairman & Managing Director

(Pankaj Jain)
Director

(Akshay Kumar Jain)
Director

(Surinder Singh Bhatia)
Company Secretary



NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Company will be held on Tuesday the 30th day of September 2014 at 3:15 P.M at Hotel Marina, Hari Parvat Chauraha, Agra to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2014 and the Profit and Loss Account & cash flow statement for the year ended on that date and the reports of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Pankaj Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, and the rules made there under M/s. Surendra G. & Company, Chartered Accountants, (Firm registration no. -001757C) the retiring Auditors be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e 10th Annual General Meeting until the conclusion of the 13th Annual General Meeting (subject to ratification of the appointment by the members at every such Annual General Meeting held after this Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Rajeev Kumar Jain (DIN-01987821), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 15th Annual General Meeting of the Company in the calendar year 2019,"
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Narendra Kumar Jain (DIN-01985845), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 15th Annual General Meeting of the Company in the calendar year 2019"
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Tika Ram Sharma (DIN-05127777), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 15th Annual General Meeting of the Company in the calendar year 2019"
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT in supersession of the earlier resolution passed by the Shareholders in their Annual General Meeting held on 29th September, 2012 the consent of the members of the Company be and is hereby accorded under Section 180 (1) (c) and other applicable provisions and rules framed there under of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), to the Board of Directors of the Company to borrow from time to time, monies for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital of the company and its free Reserves provided that the total amount of monies borrowed at any time, shall not exceed Rs. 500 Cr. (Rupees Five Hundred Crores Only)"
RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."



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

“RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 29th September, 2012 and pursuant to section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, if required, in favour of Banks/ Financial Institutions / other investing agencies/ trustees for the holders of debentures/ bonds/ other instruments which may be issued to or subscribed by all or any of the financial institution/ banks/ any other investing agencies or any other person (s) / bodies corporate by way of private placement or otherwise to secure rupee/ foreign currency loans, debentures, bonds or other instrument(hereinafter collectively referred to as “Loans”), whether already borrowed or to be borrowed, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 500 Crore (Rupees Five Hundred Crores).

“RESOLVED FURTHER THAT the mortgage/charge created/to be created and/or all agreement(s)/documents executed/to be executed and all acts done in terms of the above resolution by and with the authority of the Board be and are hereby confirmed and ratified.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

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

Dated: 01st September, 2014

Place: Agra

Surinder Singh Bhatia
(Company Secretary)

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. A Proxy need not be a member of the Company. A PERSON CAN BE PROXY FOR MEMBERS NOT EXCEEDING 50(FIFTY) AND HOLDING IN AN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- B. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of Annual General Meeting.
- C. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission to the meeting place. Those members who do not receive copies of annual report can collect their copies from the Registered Office of the Company.
- D. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
- E. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
- F. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the Company or to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.



- G. Mr. Pankaj Jain, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Brief resume(s) of the director, with other details as required under clause 49 of the Listing Agreement entered into with the stock exchange(s), are provided in the Corporate Governance Report annexed in the annual report.
 - H. The Registers of Members will be closed from Monday the 15th day of September, 2014 to Monday the 29th day of September, 2014, both days inclusive. The Transfer Books of the Company will also remain closed for the aforesaid period.
 - I. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except holidays up to the date of Annual General Meeting.
 - J. The details of the stock exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
 - K. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
 - L. **Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reason.**
9. **Voting through electronic means:**

In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 10th Annual General Meeting to be held on 30/09/2014

The ‘Step-by-Step’ procedure and instructions for casing your vote electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (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 Members holding shares in Demat Form and Physical Form |
|------------------------|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field |
| | Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is ‘RA00001234. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company the number of shares held by you as on August 29, 2014 in the Dividend Bank details field. |



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members 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 Sea TV Network Limited 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from Sl. no. (i) to Sl. no. (xvi) above to cast vote.

General

- (A) The voting period begins on 24th September, 2014 (10:00 am) and ends on 26th September, 2014 (6:00 pm) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th, August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Mr. Amit Gupta, Practising Company Secretary, (Membership No. 5478), has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (C) 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.
- (D) The results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer report shall be placed on the website of the Company i.e. <http://seatvnetwork.com> and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the resolution of the AGM of the Company.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4, 5 & 6

Mr. Rajeev Kumar Jain (DIN No. 01987821), Mr. Narendra Kumar Jain (DIN - 01985845) & Mr. Tika Ram Sharma (DIN - 05127777) are Non Executive Independent Directors of the Company whose period of office was liable to be determined by retirement by rotation under the erstwhile applicable provisions of Companies Act, 1956. Pursuant to provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the listing agreement, the independent Directors are not liable to retire by rotation and are required to be appointed by the Shareholders. Therefore it is proposed to appoint Mr. Rajeev Kumar Jain, Mr. Narendra Kumar Jain & Mr. Tika Ram Sharma, as an Independent Directors of the company to hold office for a term of consecutive five years from the conclusion of this meeting and whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received declarations from the proposed appointees that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, the proposed appointees fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the proposed appointees as an Independent Director.

Mr. Rajeev Kumar Jain, Mr. Narendra Kumar Jain & Mr. Tika Ram Sharma, are interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice with regard to their respective appointments. The relatives of Mr. Rajeev Kumar Jain, Mr Narendra Kumar Jain & Mr. Tika Ram Sharma may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for approval by the shareholders.

Item No. 7 & 8

The Shareholders in their 8th Annual General Meeting held on 29th day of September 2012 had authorised the Board of Directors of the Company to borrow money to the extent of Rs. 500 Crores excluding working capital credit facilities granted by the bankers in the ordinary course of business u/s 293(1)(d) of the Companies Act, 1956. In view of the enactment of new Companies Act, 2013 it is considered necessary to get the authorization of Shareholders u/s 180(1)(c) of the Companies Act, 2013 to borrow from time to time, monies for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital of the company and its Free Reserves provided that the total amount of monies borrowed at any time, shall not exceed Rs.500 Crores.

Further as per terms of sanction, the borrowings made by the Company by taking term loan/ working capital/other credit facilities from banks, financial Institutions etc. are secured by first charges/ second charges in favour of the lenders, on the assets of the Company. The Shareholders in their 8th Annual General Meeting held on 29th day of September had authorised the Board of Directors of the Company for creation of charge on assets of the Company for securing borrowings up to the limit of Rs. 500 Crores. In view of the enactment of new Companies Act, 2013 it is considered necessary to get the authorization of Shareholders u/s 180(1) (a) of the Companies Act, 2013 for creation of charge on assets of the Company for securing borrowings up to the limit of Rs. 500 Crores.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Special Resolutions set out at Item Nos. 7 & 8 of the Notice for approval by the shareholders.



SEA TV NETWORK LIMITED

CIN: L92132UP2004PLC028650

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

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

ATTENDANCE SLIP

10TH ANNUAL GENERAL MEETING

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

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

* Applicable for shareholding in electronic form.

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

I hereby record my presence at the **10th Annual General Meeting of the Company held on Tuesday, September 30, 2014 at 03.15 at Hotel Marina, Hari Parvat Chauraha, Agra.**

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

Signature of Shareholder/Proxy

NOTE: 1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting. No Attendance Slip will be issued at the venue of the meeting.



SEA TV NETWORK LIMITED

CIN: L92132UP2004PLC028650

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

Form No. MGT-11

PROXY FORM

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

Name of the member(s): _____

Registered address: _____

E-mail Id: _____ Folio No/Client Id: _____

DPID: _____

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

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on the 30th day of September, 2014 At 3:15 p.m. at Hotel Marina, Hari Parvat Chauraha, Agra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | For | Against |
|-------------------|---|-----|---------|
| 1. | To receive, consider and adopt the Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date and the reports of Directors' and Auditors' thereon. | | |
| 2. | To appoint a director in place of Mr. Pankaj Jain, who retires by rotation and being eligible offers himself for re-appointment. | | |
| 3. | To appoint M/s. Surendra G. & Company as the auditors of the Company | | |
| 4. | Appointment of Mr. Rajeev Kumar Jain as an Independent Director of the Company for a term Upto 5 years | | |
| 5. | Appointment of Mr. Narendra Kumar Jain as an Independent Director of the Company for a term Upto 5 years | | |
| 6. | Appointment of Mr. Tika Ram Sharma as an Independent Director of the Company for a term Upto 5 years | | |
| 7. | To pass a Special Resolution for Exercising the borrowing power of the Company pursuant to Section 180(1) (c) of the Companies act,2013 | | |
| 8. | To pass a Special Resolution under Section 180(1)(a) of the Companies Act,2013 | | |

Signed this _____ day of _____ 2014

Affix a
revenue
Stamp

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

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



Sea TV Network Ltd.

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Call : 0562-4036666, Fax No. : 0562-2511070
website:www.seatvnetwork.com