

May 30, 2019

To

The Manager - DCS
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 540083

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051
SYMBOL: TVVISION

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, enclosed herewith please find the Annual Compliance Report issued by Mrs. Shweta Mundra, Practising Company Secretary for the year ended March 31, 2019.

Kindly take the above in your record.

Thanking you,
Yours faithfully,

For TV Vision Limited

Shilpa Jain
Company Secretary & Compliance Officer
ACS: 24978



Encl.: A/a

SHWETA MUNDRA

Practising Company Secretary

B/202, Chandrakant Residency, 150 Feet Road, Bhayander (W), Dist – Thane (Maharashtra)
Cell: 9967103438, Email:shwetamundra@gmail.com

Secretarial Compliance Report

of TV Vision Limited for the year ended 31st March 2019.

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
TV Vision Limited
Mumbai

I, Shweta Mundra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **TV Vision Limited** (having Corporate Identification Number L64200MH2007PLC172707 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "540083" and "TVVISION" respectively) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein with referred to as LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Shweta Mundra

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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No compliances were required to be made during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (No compliances were required to be made during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No compliances were required to be made during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (No compliances were required to be made during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 6 of LODR (reg. appointment of Compliance Officer)	Compliance Officer is not a qualified company secretary for the period from 16.09.2018 to 13.03.2019.	The company has appointed a Company Secretary w.e.f. 14.03.2019 and who is also designated as the Compliance Officer.
2	Regulation 17(1A) of LODR (reg. Woman Director)	No woman director in the Board of Directors for the period from 01.04.2018 to 29.05.2018	Deviation rectified w.e.f. 30.05.2018.
3	Regulation 17(8) & 33(2) of LODR (reg. certification of quarterly and	No certification by Chief Financial Officer (CFO,) as the company does not have a CFO.	The Company has since appointed a CFO with effect from 18.04.2019.

Shweta Munda

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Practising Company Secretary

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- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) as represented to us, no action have been taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- (d) this being the first report, the requirement relating to "observations in the previous reports requiring follow-up actions by the listed entity" are not applicable.



Shweta Mundra

Shweta Mundra
Practising Company Secretary
ACS- 38115, COP - 15387

Place : Mumbai
Date: May 30, 2019