

Ref: TVL/BSE/2019-20/19

Date: 03.09.2019

To

**Corporate Relationship Department
Bombay Stock Exchange Limited,
1st Floor, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.**

Dear Sir,

Sub: - Outcome of Board Meeting – reg.

Ref: - Our Scrip Code: 501421.

We wish to inform you that the Board of Directors of the Company at their just concluded meeting considered the following matters:

1. Approved the Notice of 39th Annual General Meeting of the Company, scheduled to be held on Monday, the 30th day of September, 2019 at 11.00 am at Hotel Blue Orchid, Hall No. 1, 2nd Floor, Habsiguda X Roads, Hyderabad – 5000 07, Telangana, India, which is annexed herewith.

The meeting of Board Directors commenced at 03.30 p.m. and concluded at 04.05 p.m.

This is for your kind information and records.

Yours truly

for **Technvision Ventures Ltd.**

Santosh Kumar

Santosh Kumar Diddiga

Company Secretary & Compliance Officer



NOTICE TO MEMBERS

Notice is hereby given to all the members of the Company that the **Thirty Ninth Annual General Meeting of TECHNVISION VENTURES LIMITED** will be held on Monday, 30th September 2019, at 11:00 am at 'HOTEL BLUE ORCHID', HALL NO.1, IInd Floor, Habsiguda X Roads., Hyderabad - 500 007 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements as on 31st March 2019 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in the place of Mrs. Geetanjali Toopran (DIN: 01498741) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

- 3. Re-Appointment of Sri. G.R. Venugopala Chary as an Independent Director**
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. G.R. Venugopala Chary (DIN: 01291564), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 26th June, 2019 and being eligible, and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for the second term of five consecutive years with effect from 26th June, 2019 to 25th June, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

- 4. Re-Appointment of Dr. Rafiq K. Dossani as an Independent Director**
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, Dr. Rafiq K. Dossani (DIN: 01229693), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 26th June, 2019 and being eligible, and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of five consecutive years with effect from 26th June, 2019 to 25th June, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

5. Re-Appointment of Mr. Jnana Ranjan Dash as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jnana Ranjan Dash (DIN: 02975142), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 25th September, 2019 and being eligible, and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of five consecutive years with effect from 25th September, 2019 to 24th September, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

6. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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

RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to

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- i. give any loan to any person or other body corporate;
 - ii. give any guarantee or provide any security in connection with a loan to any other body corporate or person and
 - iii. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

as they may in their absolute discretion deem beneficial and in the interest of the Company, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 50 Crores (Rupees Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

**7. To approve making loan(s) to, and/or giving of guarantee(s), and/or providing of security (ies) to Tiebeam Technologies India Private Limited
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Tiebeam Technologies India Private Limited(TTIPL), being an entity under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation (a) to Sub-section 2 of the said Section, upto ₹ 5,00,00,000 (Rupees Five Crores only) in one or more tranches, for the business activities of Tiebeam Technologies India Private Limited on such terms and conditions as may be mutually agreed between the Company and TTIPL.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017.
Telangana, India

CIN: L51900TG1980PLC054066

Phone Nos.: 040-2717 0822, 27175157, 27177591,

Fax No.: 040-2717 3240

E-Mail: investor_relations@technvision.com

Date: 03rd September, 2019

**By order of the Board of Directors
of TechN Vision Ventures Ltd.,**

sd/-

**D. Santosh Kumar
Company Secretary
M.No. ACS.31332**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER A MEMBER HOLDING 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AND PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has notified that Register of Members shall remain closed from **Monday, the 23rd day of September, 2019 to Monday, the 30th Day of September, 2019** (both days inclusive).
3. Members holding shares in single names and physical form are advised to make nomination in respect of their shareholding in the Company. Shareholders desirous of making nominations are requested to send their request (which will be made available on request) to the Registrar and Share Transfer Agent M/s. Venture Capital and Corporate Investments Private Limited, Hyderabad.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address, email ID or bank mandates to their depository participants with whom they are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify / send any change in their address and email ID and bank account details to the Company / Registrar & Share Transfer Agent i.e. M/s. Venture Capital and Corporate Investments Private Limited.
5. Members are requested to intimate the Company or Registrar, the details or clarifications, if any, required in relation to this Annual Report, at least 7(Seven) days before the Meeting to enable the Management to keep the information ready at the Meeting.
6. As a measure of economy, Members/proxies are requested to bring their copies of Annual Reports to the Meeting and the attendance slip duly filled in for attending the Meeting. Copies of Annual Reports will not be provided at the Meeting.
7. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued Circulars stating that service of Notice / all documents including Annual Reports can be sent by e-mail to their Members. To support the 'Green Initiative' in the Corporate Governance and to contribute towards greener environment, we are sending all official communications to the email address provided by you with your depositories. We request you to register / update your e-mail addresses with M/s. Venture Capital and Corporate Investments Private Limited, if shares are in physical mode or with your DP, if the holding is in electronic mode.
8. As per Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Geetanjali Toopran, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for the re-appointment. The Particulars of Directors seeking re-appointment is annexed to the Notice.
9. **M/s. H & A Associates LLP, Hyderabad**, Practicing Company Secretaries have been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses during the AGM in a fair and transparent manner.

10. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Central Depositories Services Limited.

The instructions for e-voting are as under:

A. In case a Member receiving an email of the AGM Notice from M/s. Venture Capital and Corporate Investments Private Limited. [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Wednesday, the **25th Day of September, 2019 at 09.00 AM and ends on Sunday, the 29th Day of September, 2019 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being **Friday, the 20th day of September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN (Electronic Voting Sequence Number) for the relevant i.e M/s. Technvision Ventures Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. IPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer harinath@cshaco.com to verify the same otherwise the votes will be considered invalid.
- xxi. 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.
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- A. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Friday, 20th September, 2019**.
- B. The Company has appointed **M/s. H & A Associates LLP**, Practicing Company Secretaries firm, as a Scrutinizer to scrutinize the remote e-voting process and physical poll at AGM in a fair and transparent manner.
- C. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses who is not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company.
- D. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed at the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- E. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.technvision.com) and the communication will be sent to the Bombay Stock Exchange Limited.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdslindia.in However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.

11. The route map for reaching the Venue of the Annual General Meeting is annexed.

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017,
Telangana, India

CIN: L51900TG1980PLC054066
Phone Nos.: 040-2717 0822, 27175157, 27177591,
Fax No.: 040-2717 3240
E-Mail: investor_relations@technvision.com
Date: 03rd September, 2019

**By order of the Board of Directors
of TechN Vision Ventures Ltd.,**

sd/-
D. Santosh Kumar
Company Secretary
M.No. ACS.31332

ANNEXURE TO NOTICE DATED 03rd SEPTEMBER 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693), were appointed as an Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Clause 49 of the Listing Agreement with stock exchange. They hold office as an Independent Directors of the Company till 26th June, 2019.

The Nomination and Remuneration Committee(NRC) of the Board of Directors, based on the Report of performance evaluation of Independent Directors, has recommended the re-appointment of Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) as an Independent Directors for a second term of 5(Five) consecutive years on the Board of the Company from 26th June, 2019 to 25th June, 2024.

The Board, based on the performance evaluation of Independent Directors and as per recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, it is proposed to re-appoint Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations') inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) not disqualified from being reappointed as an Independent Directors in terms of Section 164 of the Act and have given their consent to act as an Independent Directors.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) for the office of Independent Directors of the Company.

The Company has also received the declarations from Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) that they meet the criteria of independence as prescribed both under sub-section(6) of Section 149 and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) fulfill the conditions for re-appointment as an Independent Directors as specified in the Act and the SEBI Listing Regulations and are independent of the management.

Details of Directors whose re-appointment as an Independent Directors is proposed at Item 3 & 4, are provided in the 'Annexure' to the notice pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on general meeting ('SS - 2') issued by the Institute of Company Secretaries of India (ICSI). Copy of draft letters of appointment of Sri. G.R. Venugopala Chary (DIN: 01291564) and Dr. Rafiq K. Dossani (DIN: 01229693) setting out the terms and conditions of re-appointment are available for inspection by the members at the registered office of the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution Nos. 3 & 4 except Sri. G.R. Venugopala Chary and Dr. Rafiq K. Dossani and their relatives.

The Board recommends the Special Resolutions set out at Item Nos. 3 & 4 of the Notice, for approval by members.

Item No. 5

Mr. Jnana Ranjan Dash (DIN: 02975142), was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Clause 49 of the Listing Agreement with stock exchange. He held office as an Independent Director of the Company till 25th September, 2019.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the report of performance evaluation of Independent Director, has recommended the re-appointment of Mr. Jnana Ranjan Dash (DIN: 02975142) as an Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company from 25th September, 2019 to 24th September, 2024.

The Board, based on the performance evaluation of Independent Director and as per recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Jnana Ranjan Dash (DIN: 02975142), would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Jnana Ranjan Dash (DIN: 02975142) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations') inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Jnana Ranjan Dash (DIN: 02975142) not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jnana Ranjan Dash (DIN: 02975142) for the office of Independent Director of the Company.

The Company has also received the declaration from Mr. Jnana Ranjan Dash (DIN: 02975142) that he meet the criteria of independence as prescribed both under sub-section(6) of Section 149 and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Jnana Ranjan Dash (DIN: 02975142) fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and are independent of the management.

Details of Director whose re-appointment as an Independent Director is proposed at Item 5, are provided in the 'Annexure' to the notice pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on general meeting ('SS – 2') issued by the Institute of Company Secretaries of India(ICSI). Copy of draft letter of appointment of Mr. Jnana Ranjan Dash (DIN: 02975142) setting out the terms and conditions of re-appointment are available for inspection by the members at the registered office of the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution No. 5 except Mr. Jnana Ranjan Dash and his relatives.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice, for approval by members.

Item No. 6

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiaries) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans /investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution No. 6.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice, for approval by members.

Item No.7

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

At present Tiebeam Technologies India Private Limited (TTIPL) shall be met its requirements through funds infused by Directors by way of loans, which will be unsecured, interest free and repayable on demand. Additionally, the Company in honouring its group company obligations, may be required to give loans, guarantee(s) and/or provide security (ies) in connection with any loan taken/ to be taken by TTIPL. TTIPL proposes to use the said loan(s)/guarantee(s)/security (ies) for its activities and the matters connected and incidental thereto ("Principal Business Activities").

TTIPL is your parent Company, accordingly, it is a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and it is an entity under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation(a) to Sub-section 2 of the Section 185 of Companies Act, 2013 as TTIPL have common Directors i.e. Mr. Sai Gundavelli and Mrs. Veena Gundavelli.

Hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by TTIPL of an aggregate outstanding amount not exceeding ₹ 5,00,00,000 (Rupees Five Crores only) on the terms mentioned in the resolution set out at item no. 7.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution No. 7 except Mr. Sai Gundavelli, Mrs. Veena Gundavelli and Mrs. Geetanjali Toopran and their relatives.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice, for approval by members.

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017.
Telangana, India

CIN: L51900TG1980PLC054066
Phone Nos.: 040-2717 0822, 27175157, 27177951,
Fax No.: 040-2717 3240
E-Mail: investor_relations@technvision.com
Date: 03rd September, 2019

**By order of the Board of Directors
of TechN Vision Ventures Ltd.,**

sd/-
D. Santosh Kumar
Company Secretary
M.No. ACS.31332

ANNEXURE TO THE NOTICE

Particulars of Directors seeking appointment/re-appointment at the ensuing AGM. (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mrs. Geetanjali Toopran	Sri. G.R. Venugopala Chary
Date of Birth and Age	24.08.1966 & 52	21.10.1942 & 76 Years
Date of Appointment on Board	26.02.2013	30.06.2005
Qualifications	Master's in Public Administration and Master's in Human Resource Management	Master's degree in Engineering
Expertise in specific functional areas	Mrs. Geetanjali Toopran brings with her a vast experience for almost two decades leading various capacities which include operation, support and finance positions in the Company and she has rich experience and deep knowledge in various departments in the Company and has immensely contributed to the growth of the Company by her incisive and broad based knowledge. She has led the Company from Administrative prospects and has propelled its growth. She has streamlined the business process operations of the Company and has been a strategic management persona.	Sri. G.R. Venugopala Chary has been an Independent Director since July 2005. He completed his academics and technical education at Hyderabad. In the past, he served for six years at Bharat Electrical Limited, Bangalore; and 14 years at Vazir Sultan Tobacco Ltd, Hyderabad. During his two decades association with these companies, he gained vast experience in product development, machinery upgradation and maintenance of special machines. A committed entrepreneur, Sri. G.R. Venugopala Chary established a small scale industry called Budhan Engineering in 1982.
List of Directorship Membership/ Chairmanship of Committees of other Board	Nil	1
Number of Board Meetings attended during the year	6	6
Number of shares held in the Company	23000	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Sister of Mr. Sai Gundavelli, Promoter Director of the Company.	No

Name of the Director	Dr. Rafiq K. Dossani	Mr. Jnana Ranjan Dash
Date of Birth and Age	27.02.1954 & 65 Years	07.02.1947 & 71 Years
Date of Appointment on Board	11.02.2011	11.02.2011
Qualifications	MBA, Finance and Economics	Bachelor's degree in Engineering and Master's degree in Systems Design from the University of Waterloo, Canada.
Expertise in specific functional areas	<p>Dr. Rafiq K. Dossani is a Senior Research Scholar at the Shorenstein Asia-Pacific Research Center, Stanford University. His research areas include development, education, finance, international relations, outsourcing and telecommunications. Prior to joining Stanford University, he was the CEO of Jardine Fleming India, an investment bank. He has also served as Deputy Editor of the magazine Business India.</p> <p>Dr. Dossani served as Director of the Center for South Asia at the Stanford University for AY 2009-2010. He is on the Advisory board of the Silicon Valley Indian Professionals Association. He is a member of the India Community Center Speakers Forum, and the Education Advisory Council of the American India Foundation.</p>	<p>Mr. Dash is a technology visionary and executive consultant in Silicon Valley. He spent 10 years at Oracle Corporation and was the Group Vice President, Systems Architecture and Technology. Prior to joining Oracle in 1992, he spent 16 years at IBM in various positions including development of the DB2 family of products and in charge of IBM's database architecture and technology.</p> <p>Mr. Dash is a frequent speaker at industry forums around the world on the future of software technology. He serves on several boards and advisory boards. He is also the Chief Strategy Officer at Curl Inc., a Cambridge, MA company.</p>
List of Directorship Membership/ Chairmanship of Committees of other Board	2	Nil
Number of Board Meetings attended during the year	1	1
Number of shares held in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	No	No

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017.
Telangana, India

**By order of the Board of Directors
of TechN Vision Ventures Ltd.,**

CIN: L51900TG1980PLC054066
Phone Nos.: 040-2717 0822, 27175157, 27177951,
Fax No.: 040-2717 3240
E-Mail: investor_relations@technvision.com
Date: 03rd September, 2019

sd/-
D. Santosh Kumar
Company Secretary
M.No. ACS.31332

TECHVISION VENTURES LIMITED
CIN: L51900TG1980PLC054066

Registered Office: 1486 (12-13-522), Lane No. 13, Street No. 14, Tarnaka,
Secunderabad - 500 017, Telangana, India.

Please fill this Attendance slip and hand it over at the entrance of the Meeting Hall. Please also bring your copy of Annual Report.

39th ANNUAL GENERAL MEETING – ATTENDANCE SLIP

DP ID	
Client ID	

Folio No	
No of Shares	

I hereby record my presence at the 39th Annual General Meeting of the Company held on 30th September, 2019 at 11.00 AM at Hotel Blue Orchid, Hall No.1, IInd Floor, Habsiguda Cross Roads, Hyderabad – 500 007.

Name of the Member/ Proxy (in Block Letters)

Signature of Member/Proxy

TECHNVISION VENTURES LIMITED
CIN: L51900TG1980PLC054066

Registered Office: 1486 (12-13-522), Lane No. 13, Street No. 14, Tarnaka,
 Secunderabad - 500 017, Telangana, India.

PROXY FORM

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/DP ID/Client ID	
I/We, being member(s) of Technvision Ventures Limited holding _____ 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 39th Annual General Meeting of the Company being held on Monday, the 30th Day of September, 2019 at 11.00 A.M. at at Hotel Blue Orchid, Hall No.1, IInd Floor, Habsiguda Cross Roads, Hyderabad – 500 007, India. and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional see Note. 2) (Please mention No of Shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements as on 31 st March 2019 together with the Report of Auditors and Directors thereon.			
2	To appoint a Director in the place of Mrs. Geetanjali Toopran (DIN: 01498741) who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business				
3	Re-Appointment of Sri. G.R. Venugopala Chary as an Independent Director			
4	Re-Appointment of Dr. Rafiq K. Dossani as an Independent Director			
5	Re-Appointment of Mr. Jnana Ranjan Dash as an Independent Director			
6	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate			
7	To approve making loan(s) to, and/or giving of guarantee(s), and/or providing of security (ies) to Tiebeam Technologies India Private Limited			

Signed on this ----- day of -----, 2019



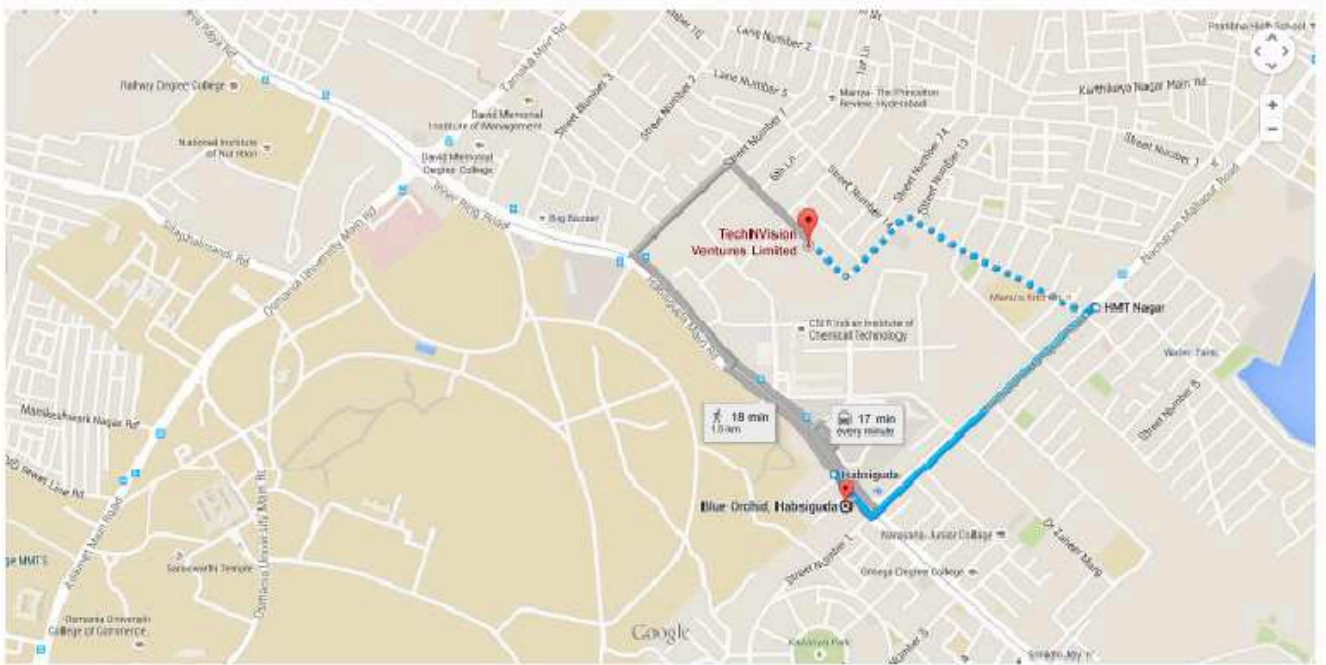
Signature of the Share Holder

Signature of Proxy Holder(s)

Notes:

1. This form in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before 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.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution Authorising their representatives to attend and vote on their behalf at the Meeting.
4. A proxy need not be a member of the Company.

ROUTE MAP FOR VENUE OF AGM



- 6:55 PM** **TechNvision Ventures Limited, 12-13-522, St-14 Sai Nilayam, Tarnaka, Tarnaka**
 Hyderabad, Telangana 500017

 - Walk**
 About 11 min, 850 m
 Use caution - may involve errors or sections not suited for walking
 - Walk south-east towards Street Number 14**
 - Continue onto Street Number 14**
 120 m
 Pass by E-Seva (on the right) (400 m)
 - Turn left onto Nacharam Mallapur Rd**
 700 m
 Destination will be on the right
 - 28 m**
- 7:06 PM** **HMT Nagar**
250S towards Secunderabad
 1 min (non-stop)
 Service run by TSRTC
- 7:07 PM** **Habsiguda**
 - Walk**
 About 1 min, 80 m
 Use caution - may involve errors or sections not suited for walking
 - Walk south-east on Habsiguda Main Rd/Inner Ring Rd towards Nacharam Mallapur Rd/Street Number 1**
 Destination will be on the right
 - 80 m**
- 7:08 PM** **Blue Orchid, Habsiguda**
 Habsiguda Main Rd, Professors Quarters, Habsiguda, Hyderabad, Telangana 500007