



TV VISION LTD

A SRI ADHIKARI BROTHERS ENTERPRISE

August 26, 2021

To

**The Manager - CRD,
BSE Limited**

Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 540083

Dear Sir(s),

Sub: Intimation of 14th Annual General Meeting to be held on Saturday, September 18, 2021 and Book Closure

With reference to the above captioned subject, we wish to inform you that 14th Annual General Meeting ("AGM") of the Company will be held on **Saturday, September 18, 2021 at 3.45 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the Ordinary and Special Business as set out in the Notice convening the 14th AGM, dated 18th August, 2021. A Copy of the Notice of 14th Annual General Meeting is attached with this letter.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 12, 2021 to Saturday, September 16, 2021 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on record and acknowledge the same.

Thanking You.

Yours faithfully,

For TV Vision Limited

Shilpa Jain

Company Secretary & Compliance Officer

ACS No.: 24978

Encl: A/a

**TV VISION LTD**

A SRI ADHIKARI BROTHERS ENTERPRISE

Attn. Market Operations Department**Name of the Company: TV Vision Limited**

Scrip Code	Type of Security	Book Closure		Record Date	Purpose
		From	To		
540083	Equity	Sunday September 12, 2021	Saturday September 16, 2021	NA	Annual General Meeting

For TV Vision Limited**Shilpa Jain
Company Secretary & Compliance Officer
ACS No.: 24978**

Registered Office:
4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022 - 40230000 / Fax 022 - 26395459
Website: www.tvvision.in
CIN L64200MH2007PLC172707



CIN: L64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053
Tel.: 91-22-40230000 Fax: 91-22-26395459 Email: cs@tvvision.in Website: www.tvvision.in

NOTICE

Notice is hereby given that the 14th (Fourteenth) Annual General Meeting (“AGM”) of the members of TV Vision Limited will be held on **Saturday, September 18, 2021 at 3.45 p.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Latasha Laxman Jadhav (DIN: 08141498), Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. PRITESH RAJGOR (DIN: 07237198) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Pritesh Rajgor (DIN: 07237198), who was appointed as an Additional (Independent) Director of the Company with effect from November 24, 2020 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office up to the date of this Annual General Meeting and with respect to that the Company has received a notice in writing from a member as required under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Pritesh Rajgor for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from November 24, 2020 to November 23, 2025, who shall not be liable to retire by rotation.”

4. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SAST Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions,

corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 18,00,000 (Eighteen Lakh) Equity Shares ("Equity Shares") of the face value of Rs.10/- (Rupees Ten Only) each fully paid up at an Issue Price of Rs.10/- (Rupees Ten Only) which is not less than the price determined in accordance with Chapter V of the ICDR Regulations (hereinafter referred to as the "Issue Price") for consideration in cash, to Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "Proposed Allottee" or "Allottee"), an entity under Promoter Group, on a preferential basis.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following:

- the Proposed Allottee shall be required to bring in 100% consideration amount for the equity shares to be allotted, on or before the date of allotment thereof;
- the said Equity Shares shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed;
- the Equity Shares to be allotted to the Proposed Allottee shall be subject to lock-in requirement for such period as may be prescribed by the ICDR Regulations;
- the Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- allotment of the Equity Shares shall only be made in dematerialized form;
- the consideration to be received by the Company from the Proposed Allottee for application of equity shares shall be deposited into designated bank account maintained by the Company and shall be utilized in accordance with Section 42 of the Act;
- the '**Relevant Date**' for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the Proposed Allottee should be Wednesday, August 18, 2021 being the date, which is 30 days prior to the date of AGM i.e., Saturday, September 18, 2021.
- the allotment of Equity Shares is proposed to be completed within the maximum period stipulated under the applicable laws;
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares proposed to be issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer (in format PAS-4) immediately after passing of this resolution with stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under the applicable laws and to vary, modify, alter, accept any modification(s) in the terms and conditions of the issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations or such any other SEBI Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be they deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

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5. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS.

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

"RESOLVED THAT pursuant to Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited, (hereinafter referred to as "Stock Exchanges") on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred to as "SAST Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 20,00,000 (Twenty Lakh) Fully Convertible Warrants ("Warrants") convertible into 1 (one) fully paid-up Equity Share of the Company having face value of Rs. 10/- each (Rupee Ten Only) each at an Issue Price (including the warrant subscription price and the warrant exercise price) of Rs. 10/- (Rupees Ten only) each which is not less than the price determined in accordance with Chapter V of the ICDR Regulations (hereinafter referred to as the "Issue Price") for consideration in cash, aggregating up to Rs.2,00,00,000/- (Rupees Two Crores Only), to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date, and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws to Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "Proposed Allottee" or "Allottee"), an entity under Promoter Group.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the warrant holders to subscribe to the Equity Shares shall be made at such time(s) as the Board may in its absolute discretion decide, subject to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- Each Warrant held by the Proposed Allottee shall entitle such allottee to apply for and obtain allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Proposed Allottee on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid by the Proposed Allottee at the time of exercise of option to apply for fully paid-up Equity shares of Rs.10/- each of the Company, against each such Warrants held by the Warrant Holder.
- The Proposed Allottee shall make payment of Warrant Subscription Price and Warrant Exercise Price from its own bank account into to the designated bank account of the Company.
- The Warrants to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed by the ICDR Regulations;
- The Warrants so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- The allotment of the Equity Shares on conversion of Warrants shall be made in a dematerialized format only;
- the '**Relevant Date**' for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted

to the Proposed Allottee should be Wednesday, August 18, 2021 being the date, which is 30 days prior to the date of AGM i.e., Saturday, September 18, 2021.

- The issue and allotment of Warrants is proposed to be completed within a maximum period as stipulated under applicable laws;
- In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the Allottee.
- The Equity Shares proposed to be issued and Equity Shares being issued pursuant to conversion of Warrants shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any.
- In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Warrants shall lapse and the amount paid by the warrant holder(s) shall stand forfeited by the Company and all the rights attached to the warrants shall be lapsed ipso facto;
- The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through Offer Letter (in format PAS-4) immediately after passing of this resolution with stipulation that allotment would be made only upon receipt of in-principal approval from the Stock Exchange(s) and within the timelines prescribed under the applicable laws and to vary, modify, alter, accept any modification(s) in the terms and conditions of issue of Warrants, subject to the provisions of the Act and the ICDR Regulations or such any other SEBI Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, offer, issue and allotment of Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be they deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

6. AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE, OFFER, ISSUE & ALLOT FURTHER SECURITIES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and subject to any other necessary approval, consent, permission and/or sanction of the Securities and Exchange Board of India ("**SEBI**"), Government of India ("**GOI**"), Reserve Bank of India ("**RBI**") Ministry of Information and Broadcasting ("**MIB**"), Foreign Investment Promotion Board ("**FIPB**"), Department of Industrial Policy & Promotion ("**DIPP**") and/or any other appropriate authorities, including Banks, Financial Institutions or other Creditors; subject to the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, as amended and all applicable regulations framed and notifications issued there under; SEBI (**Issue of Capital and Disclosure Requirements**) Regulations, 2018 ("**SEBI ICDR Regulations**"), including the guidelines for Qualified Institutional Placement prescribed in Chapter VI thereof; subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include

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any Committee(s) constituted /to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in the course of one or more public/private offerings in domestic and/or in the course of international offerings with or without green shoe options, equity shares (including Qualified Institutions Placement (**QIPs**) under SEBI ICDR Regulations) and/or equity shares through Global Depository Receipts (**GDRs**) and/or American Depository Receipts (**ADRs**) or Foreign Currency Convertible Bonds (**FCCBs**) and/or other securities convertible into equity shares at the option of the Company and/or holder(s) of such securities and/or securities linked to equity shares and/or securities including non-convertible debentures with warrants or other securities with or without warrants, which may be either detachable or linked and which warrant has a right exercisable by the warrant holder to subscribe for equity shares and/or any instruments or securities representing either equity shares and/or convertible securities linked to equity shares (including the issue and allotment of equity shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred as "**securities**") to eligible investors under applicable laws, regulations and guidelines whether residents or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and/or multilateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise and whether or not such investors are members of the Company, through Prospectus and/or Letter of Offer or Circular and/or on public and/or private/preferential basis, such issue and allotment to be made at such times/intervals, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of securities provided that the total amount raised through the issuance of such securities shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) or its equivalent in one or more currencies, including premium if any, as may be decided by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into Equity Shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out under the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all

deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari-passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

By Order of the Board of Directors

Place: Mumbai
Date: August 18, 2021

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978

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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read together with General Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Circular dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI") wherein the Companies are permitted to holding the Annual General Meeting ("AGM") through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 14th AGM of the Company is being held through VC/OAVM. Hence, members can participate in the AGM through VC/OAVM only. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer Point no. B) and the same is also available on the Company's website www.tvision.in.
2. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto and forms part of this Notice.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on Friday, August 20, 2021. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.tvision.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
8. Brief resume of Directors proposed to be appointed/re-appointed at the ensuing AGM in terms of Regulation 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice forming part of this Annual Report. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
9. Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Companies Act, 2013. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.
10. Members seeking any information with regard to any matter to be placed at the AGM, can raise questions during the meeting or are requested to write to the Company atleast 10 (ten) days in advance through email at cs@tvision.in. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. The queries raised by the members will be replied by the Company suitably.
11. Pursuant to Section 91 of the Act, Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 12, 2021 to Saturday, September 18, 2021 (both days inclusive).
12. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

13. Members are requested to forward all communications, correspondence to the RTA – M/s. Link Intime India Private Limited, Unit: TV Vision Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai - 400083, and members are further requested to always quote their Folio Number in all correspondences to be made with the Company.
14. Members holding shares in physical form, in identical order of names, in one or more folio are requested to write to the Company/RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services. Consolidated Share Certificate will be issued to such Members after making requisite changes.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. To comply with the provisions of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.

Members who have not registered their email addresses with the Company are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and sending it by an email to the RTA at rint.helpdesk@linkintime.co.in and to Company at cs@tvvision.in.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

17. The Register of Directors and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Act, and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@tvvision.in. All the relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT Form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA of the Company.
19. The physical shareholder/s whose specimen signature/s are not available in record are requested to get their signature registered by submitting the relevant documents as required under SEBI (LODR) Regulations, 2015 along with KYC documents.
20. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the members are provided with the facility to cast their votes electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below:

- II. The remote e-voting period commences on Wednesday, September 15, 2021 (9:00 a.m. IST) and ends on Friday, September 17, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 11, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 11, 2021.
- V. The Board of Directors has appointed M/s. Manish Ghia & Associates, Company Secretaries, (Membership No. FCS 6252), Mumbai as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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The Scrutinizer shall immediately after the conclusion of the AGM, unblock the votes cast through remote e-voting and evoting during the AGM in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days of conclusion of the AGM.

- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tvision.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange Limited of India and BSE Limited, where the shares of the Company are listed.
- VII. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- VIII. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="511 1705 820 1885" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https:// web.cdslindia. com /myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https:// web. cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home Page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to Name of NSDL Official Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email ID).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Members who would like to express their views/ ask questions during the AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@twision.in from September 06, 2021 (9:00 a.m. IST) to September 15, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

Mr. Pritesh Rajgor was appointed as an Additional (Independent) Director of the Company for a term of 5 (five) consecutive years w.e.f. November 24, 2020 upto November 23, 2025 upon recommendation of the Nomination & Remuneration Committee and subject to approval of members.

Mr. Rajgor is a Practicing Advocate at the Bombay High Court since 2002 after completing his Degree in Commerce (1998) and Degree in Law (2001) from the prestigious University of Mumbai. His area of practice includes Commercial Litigation, Alternate Dispute Resolution, Commercial Transactions, Mergers and Acquisitions and Advisory work. He has vast experience of handling cases in different jurisdictions and has provided opinions and expertise on various issues ranging from Real Estate to Commercial Transactions for Acquisition. His core legal knowledge shall be beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Pritesh Rajgor holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Sections 149 and 152 of the Act, an Independent Director of a Company can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. Pritesh Rajgor is proposed to be appointed for 5 (five) consecutive years w.e.f. November 24, 2020 to November 23, 2025.

Mr. Pritesh Rajgor has given requisite declaration pursuant to Section 149(7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company has also received notice from a member as required under Section 160 of the Act signifying candidature for the office of Independent Director. Mr. Rajgor is also registered on the Independent Director's Databank. Mr. Rajgor is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has given his consent to act as an Independent Director.

In the opinion of the Board, Mr. Pritesh Rajgor, proposed to be appointed as an Independent Director fulfills the conditions specified in the Listing Regulations and the Act and the Rules made thereunder and is independent to the management.

Brief resume and details of Mr. Pritesh Rajgor as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India forms a part of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the Notice for approval of the Members.

Mr. Pritesh Rajgor is not holding any shares in the Company. Except, Mr. Pritesh Rajgor being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

Item No. 4:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Board of Directors in their meeting held on Wednesday, August 11, 2021 have approved the Preferential issue of 18,00,000 (Eighteen Lakh) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up at an Issue Price of Rs. 10/- (Rupees Ten Only) per share aggregating up to Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakhs Only) to Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "Proposed Allottee" or "Allottee"), an entity under Promoter Group Category.

The approval of the members is accordingly being sought by way of a 'Special Resolution' for issuance of equity shares on preferential basis under Sections 42 and 62(1)(c) of the Act, read with the rules made thereunder, and Regulation 160 of the ICDR Regulations and accordingly, the Company recommends the resolution as set out at Item No. 4 in the notice for your approval.

The details as required under Regulation 163 of the ICDR Regulations, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 is given here-in-below:

I. Objects of the Issue :

The proceeds of the Preferential Issue will be utilized for repayment of borrowings and current liabilities of the Company and/or its subsidiaries, meeting future funding requirements and other general corporate purposes of the Company and its subsidiaries.

II. Number of shares and Pricing of Preferential Issue:

The Board of Directors in its meeting held on Wednesday, August 11, 2021, had subject to approval of the members and such other approvals as may be required from time to time, approved Preferential issue of 18,00,000 (Eighteen Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up at an Issue Price of Rs. 10/- (Rupees Ten Only) per share aggregating up to Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakh only), for cash consideration to Sri Adhikari Brothers Assets Holding Private Limited, an entity under Promoter Group Category.

The pricing for the proposed allotment of shares is in accordance with the terms of ICDR Regulations.

III. Basis on which Issue price has been arrived:

The Equity Shares of the Company are listed on Stock Exchanges and are frequently traded in accordance with ICDR Regulations. For the purpose of computation of the above minimum price per Equity Share, the share price at National Stock Exchange of India Limited, being the stock exchange which has higher trading volume for the period as prescribed under the ICDR Regulations, has been considered.

In accordance with the provisions of Chapter V of the ICDR Regulations, the minimum price, at which the proposed preferential issue can be made is Rs. 2.61/- (Rupees Two and Sixty One Paisa only) per Equity Share.

The minimum price as aforesaid is less than the nominal value of equity shares of the Company, i.e. Rs. 10/-, accordingly, the Equity Shares shall be allotted at a price of Rs. 10/- (Rupees Ten only) per Equity Share ("Issue Price"), which is higher than the minimum price determined in compliance with the relevant provisions of the ICDR Regulations considering the Relevant Date as Wednesday, August 18, 2021.

IV. Relevant Date

As per ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottee is Wednesday, August 18, 2021 i.e., being the date, which is 30 days prior to the date of AGM i.e., Saturday, September 18, 2021.

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

The aforementioned allotment, if approved, is proposed to be made to Sri Adhikari Brothers Assets Holding Private Limited, a Body corporate and will be classified as an entity under Indian Promoter Group.

VI. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel ('KMP') of the Company, have any intention to subscribe to the offer.

The details of the subscriber are as follow:

Sr. No	Name of proposed allottee	Category	Number of Equity Shares
1	Sri Adhikari Brothers Assets Holding Private Limited	Promoter Group	18,00,000

VII. Proposed time limit within which the allotment shall be complete:

In terms of ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution at item no. 4.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VIII. Principal terms of assets charged as securities: Not applicable.

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IX. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding (1)		No. of Equity Shares to be issued	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	81,82,059	23.41	-	81,82,059	22.27
(b) Bodies Corporate	22,01,786	6.3	18,00,000	22,01,786	5.99
Proposed Allottee					
Sri Adhikari Brothers Assets Holding Private Limited				18,00,000	4.90
Sub Total (A)(1)	1,03,83,845	29.72	-	121,83,845	33.16
(2) Foreign promoters	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	103,83,845	29.72		121,83,845	33.16
(B) Public Shareholding					
B1) Institutional Investors					
Mutual Fund	900	0		900	0
Financial Institutions/ Banks	63,82,866	18.27		63,82,866	17.37
Insurance Companies	2,02,344	0.58		2,02,344	0.55
B2) Central Govt./Stat Govt./POI	-	-		-	-
B3) Non-Institutional Investors	-	-		-	-
Individuals	1,11,82,088	31.99		1,11,82,088	30.43
Body Corporate (including Foreign Body Corporates)	56,82,213	16.26		56,82,213	15.46
Others (Including NRI)	11,10,244	3.18		11,10,244	3.02
Total Public Shareholding B=B1 +B2 +B3	24560655	70.28		24560655	66.85
(C) Non-Promoter - Non-Public					
Grand Total (A+B+C)	3,49,44,500	100		3,67,44,500	100

Note:

1. The pre-issue shareholding pattern is as on June 30, 2021.

X. The identity of the natural person who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owner	Pre issue Shareholding		Allotment of Equity Shares	Post Issue Shareholding	
			No. of Shares	%		No. of Shares	%
1	Sri Adhikari Brothers Assets Holding Private Limited	Mr. Markand Adhikari	Nil	Nil	18,00,000	18,00,000	4.90

XI. Lock-in Period:

The Equity Shares shall be subject to 'lock-in' in accordance with the ICDR Regulations.

XII. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XIII. Auditor's Certificate:

The certificate from M/s. P. Parikh & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection during the meeting. The members desirous to inspect the said certificate may send an email at 'cs@tvvision.in', for inspection of said certificate electronically at least 5 days before the date of AGM.

XIV. Valuation Report:

This is not applicable in the present case as the proposed allotment in the Preferential Issue is being made only for consideration in cash.

XV. Undertakings:

- The Company hereby undertakes that neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.
- No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
- During the period from April 1, 2021 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.
- Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.
- As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Except Mr. Markand Adhikari, Mr. Kailasnath Adhikari and their respective relatives, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out in item no.4

The Board of Directors recommends the resolution as set out in item no. 4 of this notice for the issue of Equity Shares on a preferential basis, to the person belonging to the Promoter Group Category by way of 'Special Resolution'.

Item No. 5:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Board of Directors in their meeting held on Wednesday, August 11, 2021 have approved the Preferential issue of 20,00,000 (Twenty Lakh) Convertible Warrants ('Warrants') at an Issue Price of Rs. 10/- (Rupees Ten Only) per Warrant aggregating up-to Rs. 2,00,00,000/- (Rupees Two Crores Only) to Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "Proposed Allottee" or "Allottee"), a Promoter Group Category entity.

The approval of the members is accordingly being sought by way of a 'Special Resolution' for issuance of warrants on preferential basis under Sections 42 and 62 of the Act, read with the rules made thereunder, and Regulation 160 of the ICDR Regulations and accordingly the Company recommends the resolution as set out at Item No. 5 in the notice for your approval.

The offer, issue and allotment of warrants to the promoters and others each carrying a right to apply for one (1) equity share of the Company in exchange of the warrants shall be completed within the prescribed period of fifteen days from the date of passing of the Special Resolution in accordance with the guidelines of the SEBI for Preferential Issue, being Chapter V of the ICDR Regulations. The said warrants shall have such face value and shall be subject to such terms and conditions, as are stated in the proposed Special Resolution at Item No. 5 of the Notice.

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Each Warrant is convertible or exchangeable into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottees to subscribe and be allotted the Equity Shares of the Company.

The details as required under Regulation 163 of the ICDR Regulations, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 is given here-in-below:

I. Objects of the Issue :

The proceeds of the Preferential Issue will be utilized for repayment of borrowings and current liabilities of the Company and/or its subsidiaries, meeting future funding requirements and other general corporate purposes of the Company and its subsidiaries.

II. Number of securities and Pricing of Preferential Issue:

The Board of Directors in its meeting held on Wednesday, August 11, 2021, had subject to approval of the members and such other approvals as may be required from time to time, approved Preferential issue of upto 20,00,000 (Twenty Lakh) Warrants at a price of Rs. 10/-per warrant, each convertible into or exchangeable for One (1) Equity Share of face value of Rs.10/- aggregating to Rs.2,00,00,000/- (Rupees Two Crore only) for cash consideration to Sri Adhikari Brothers Assets Holding Private Limited, an entity under Promoter Group Category.

III. Basis on which Issue price has been arrived:

The Equity Shares of the Company are listed on Stock Exchanges and are frequently traded in accordance with ICDR Regulations. For the purpose of computation of the above minimum price per Equity Share, the share price at National Stock Exchange of India Limited, being the stock exchange which has higher trading volume for the period as prescribed under the ICDR Regulations, has been considered.

In accordance with the provisions of Chapter V of the ICDR Regulations, the minimum price, at which the proposed preferential issue can be made is Rs. 2.61/- (Rupees Two and Sixty One Paise only) per Equity Share.

The minimum price as aforesaid is less than the nominal value of equity shares of the Company, i.e. Rs.10/-, accordingly, the Warrants shall be allotted at a price of Rs. 10/- (Rupees Ten only) per Warrant convertible into equivalent number of Equity Shares of face value of Rs. 10/- each, which is higher than the minimum price determined in compliance with the relevant provisions of the ICDR Regulations considering the Relevant Date as Wednesday, August 18, 2021.

IV. Relevant Date

As per ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottee is Wednesday, August 18, 2021 i.e., being the date, which is 30 days prior to the date of AGM i.e., Saturday, September 18, 2021.

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

The aforementioned allotment, if approved, is proposed to be made to Sri Adhikari Brothers Assets Holding Private Limited, a Body corporate and will be classified as an entity under Indian Promoter Group.

VI. Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel ('KMP') of the Company, have any intention to subscribe to the offer.

The details of the subscriber are as follow:

Sr. No	Name of proposed allottee	Category	Number of Warrants
1	Sri Adhikari Brothers Assets Holding Private Limited	Promoter Group	20,00,000

VII. Proposed time limit within which the allotment shall be complete:

In terms of ICDR Regulations, Warrants shall be issued and allotted within a period of 15 (fifteen) days from the date of passing of Special Resolution at item no. 5, subject to necessary approval from the Stock Exchange or such other authorities as may be required.

The issue and allotment of equity shares upon conversion of said warrants shall be made within 18 months from the date of allotment of said warrants.

VIII. Principal terms of assets charged as securities: Not applicable.

IX. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Warrants is stated herewith:

Category	Pre issue Shareholding		Post Issue Shareholding (After allotment of Equity shares but prior to conversion of warrants into Equity shares)		Post Issue Shareholding (Post conversion of warrants into Equity shares)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
(A) Promoter Shareholding						
(1) Indian						
(a) Individuals & HUF	81,82,059	23.41	81,82,059	22.27	81,82,059	21.12
(b) Bodies Corporate	22,01,786	6.3	22,01,786	5.99	22,01,786	5.68
Proposed Allottee						
Sri Adhikari Brothers Assets Holding Private Limited	0	0	1800000	4.90	38,00,000	9.81
Sub Total (A)(1)	1,03,83,845	29.72	1,21,83,845	33.16	1,41,83,845	36.61
(2) Foreign promoters	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	103,83,845	29.72	12183845	33.16	1,41,83,845	36.61
(B) Public Shareholding						
B1) Institutional Investors						
Mutual Fund	900	0	900	0	900	0
Financial Institutions/ Banks	63,82,866	18.27	63,82,866	17.37	63,82,866	17.37
Insurance Companies	2,02,344	0.58	2,02,344	0.55	2,02,344	0.55
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-
Individuals	1,11,82,088	31.99	1,11,82,088	30.43	1,11,82,088	30.43
Body Corporate (including Foreign Body Corporates)	56,82,213	16.26	56,82,213	15.46	56,82,213	15.46
Others (Including NRI)	11,10,244	3.18	11,10,244	3.02	11,10,244	3.02
Total Public Shareholding B=B1 + B2 + B3	24560655	70.28	24560655	66.85	2,45,60,655	66.85
C) Non-Promoter - Non-Public	-	-	-	-	-	-
Grand Total (A+B+C)	3,49,44,500	100	3,67,44,500	100	3,87,44,500	100

Notes:

Post Preferential Allotment shareholding pattern has been calculated on the basis of the following:

18,00,000 (Eighteen Lakhs) Equity shares to be issued and allotted and 20,00,000 (Twenty Lakhs) Equity shares to be allotted upon conversion of 20,00,000 convertible warrants (assuming full conversion of 20,00,000 warrants)

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- X. **Identity of Proposed Allottees' (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:**

Sr. No.	Name of the Proposed Allottees	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants	
				No. of Equity shares	% of Holding		No. of Equity shares	% of Holding
1	Sri Adhikari Brothers Assets Holding Private Limited	Promoter	Mr. Markand Adhikari	18,00,000	4.90	20,00,000	38,00,000	9.81

Notes:

- The shareholding as shown in post conversion of equity warrants is calculated assuming full conversion of Equity Warrants into the Equity Shares of the Company in one or more tranches

XI. **Lock-in period:**

The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of ICDR Regulations.

XII. **Consequential Changes in the Voting Rights and Change in Management:**

As a result of the proposed preferential issue of Warrants there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XIII. **Auditors' Certificate:**

The certificate from M/s. P. Parikh & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection during the meeting. The members desirous to inspect the said certificate may send an email at 'cs@tvvision.in', for inspection of said certificate electronically atleast 5 days before the date of AGM.

XIV. **Valuation Report:**

This is not applicable in the present case as the proposed allotment in the Preferential Issue is being made only for consideration in cash.

XV. **Undertakings:**

- The Company hereby undertakes that neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.
- As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the Allottee.

Except Mr. Markand Adhikari, Mr. Kailasnath Adhikari and their respective relatives, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out in item no. 5.

The Board of Directors recommends the resolution as set out in item no.5 of this notice for the issue of Warrants on a preferential basis, to the person belongs to the Promoter Group Category by way of 'Special Resolution'.

Item No. 6

To meet the capital expenditure, long term working capital requirements, other requirements arising out of business activities, and for general corporate purposes including but not limited to repayment or prepayment of loans taken, the Company proposes to mobilize the funds by way of offer / issue and allot in the course of international/ domestic offering(s) in one or more tranches to foreign investors/ domestic financial institution/ mutual funds/ other eligible entities, equity shares of nominal value of Rs. 10/- each or equity shares underlying securities in the form of QIP(s) / GDR(s) / ADR(s) / FCCB(s) and/ or any other permitted instruments/ securities convertible into equity shares (at a later date as may be determined by the Board of Directors) for an aggregate value not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only).

The detailed terms and conditions of the offer will be determined in consultation with Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required to be consulted by the company considering the prevailing market conditions and other relevant factors.

Pursuant to provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, Company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the Special Resolution. If approved by shareholders, QIP issue shall be completed within one year from the date of passing of Special Resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the shareholders of the Company to offer, create, issue and allot the above Securities, in one or more tranches, to Investors inter alia through QIP by way of private placement or otherwise and to authorize the Board of Directors (including any Committee(s) thereof authorized for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discounts as may be permitted under said SEBI Regulations.

The proposed resolution is an enabling resolution conferring authority on the Board of Directors to cover all the present and future contingencies and corporate requirements in terms of Section 41, 42, 62 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time and the Listing Regulations, which requires that new shares are first to be offered on pro-rata basis to the existing shareholders of the Company, unless the shareholders at a general meeting decides otherwise by passing a special resolution.

The Board recommends the Special Resolution as set out at Item no. 6 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: August 18, 2021

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978

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In pursuance of the provisions of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

Name of the Director	Mrs. Latasha Laxman Jadhav	Mr. Pritesh Rajgor
DIN	08141498	07237198
Date of Birth (Age)	April 20, 1971 (50 years)	May 2, 1977 (44 years)
Nationality	Indian	Indian
Date of first appointment on the Board	30th May, 2018	He was originally appointed as an Independent Director w.e.f. October 1, 2015 and had resigned on December 19, 2017. Date of appointment for the current tenure: November 24, 2020
Designation	Non-Executive Director	Non- Executive Independent Director
Qualification		B.Com, LLB
Experience/ Expertise	Belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active social worker and takes participation in Socio-Cultural activities	He is a Practicing Advocate at the Bombay High Court since 2002 after completing his Degree in Commerce (1998) and Degree in Law (2001) from the prestigious University of Mumbai. His area of practice includes Commercial Litigation, Alternate Dispute Resolution, Commercial Transactions, Mergers and Acquisitions and Advisory work.
Terms and Conditions of Appointment or Re-appointment	Non-Executive Director w.e.f. 30 May, 2018, liable to retire by rotation.	Non- Executive Independent Director w.e.f. November 24, 2020, not liable to retire by rotation
Remuneration sought to be paid	NIL	Sitting fees
Remuneration last drawn	NIL	Rs. 30,000/- Sitting fees (for the meeting held on February 12, 2021)
Number of Meetings of the Board attended during the year 2020-21	-	1*
Shareholding in the Company (Equity Shares of Rs. 10/- each)	Nil	Nil
List of Directorships in other Companies	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited (under Corporate Insolvency Resolution Process) 2. SAB Events & Governance Now Media Limited 3. HHP Broadcasting Services Private Limited 4. UBJ Broadcasting Private Limited 5. MPCR Broadcasting Service Private Limited 6. Dream Merchant Content Private Limited (under Corporate Insolvency Resolution Process) 7. SAB Entertainment Network Private Limited 8. Marvel Media Private Limited 9. Global Showbiz Private Limited 	Nil

In pursuance of the provisions of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

	10. Prime Global Media Private Limited 11. SABGROUP Content Network Private Limited 12. SAB Global Entertainment Media Private Limited (under Corporate Insolvency Resolution Process) 13. Krishna Showbiz Services Private Limited 14. Titanium Merchant Private Limited 15. SAB Media Networks Private Limited 16. Ruani Media Service Private Limited 17. Abhivadan Media Services Private Limited (Under Process of Striking Off) 18. Ashpreet Production Service Private Limited (Under Process of Striking Off)	
List of Chairmanship or membership of various Committees in listed company and others Companies (The Committee membership and chairpersonship includes membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee	Chairmanship: Nil Membership: Nil	Chairmanship : Nil Membership: (w.e.f. June 1, 2021) i. Audit Committee ii. Nomination & Remuneration Committee ii. Stakeholders' Committee
Relationship with other Directors of the Company	Not Related	Not Related

*Appointed w.e.f. November 24, 2020

By Order of the Board of Directors

Place: Mumbai
Date: August 18, 2021

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978