

**TV VISION LTD**

A SRI ADHIKARI BROTHERS ENTERPRISE

August 11, 2022

To,
**The Manager - CRD,
BSE Limited**
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street, Fort,
Mumbai - 400 001

To,
**The Manager - Listing Department,
National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Scrip Code: 540083

SYMBOL- TVVISION

Dear Sir(s),

Sub: Intimation of 15th Annual General Meeting to be held on Wednesday, September 07, 2022 and Book Closure

With reference to the above captioned subject, we wish to inform you that 15th Annual General Meeting ("AGM") of the members of the Company will be held on Wednesday, September 07, 2022 at 11:30 A.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 15th AGM, dated August 02, 2022. The Notice of 15th 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 Thursday, September 01, 2022 to Wednesday, September 07, 2022 (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

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



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	Thursday, September 01, 2022	Wednesday, September 07, 2022	NA	Annual General Meeting

For TV Vision Limited

Shilpa Jain

Company Secretary & Compliance Officer

ACS No.: 24978



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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 **15th (Fifteenth) Annual General Meeting ("AGM")** of the members of **TV Vision Limited** will be held on **Wednesday, September 07, 2022 at 11:30 A.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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Markand Navnitlal Adhikari (DIN: 00032016), Chairman & Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO RE-APPOINT DR. GANESH P. RAUT (DIN: 08047742) AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the provisions of Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Ganesh P. Raut (DIN: 08047742), who was appointed as an Independent Director of the Company by the members for a term upto January 16, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years commencing from January 17, 2023 to January 16, 2028, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director and Ms. Shilpa Jain, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

4. TO RE-APPOINT MR. UMAKANTH BHYRAVAJOSHYULU (DIN: 08047765) AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the provisions of Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765), who was appointed as an Independent Director of the Company by the members for a term upto January 16, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years commencing from January 17, 2023 to January 16, 2028, who shall not be liable to retire by rotation.



RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Umakanth Bhyravajoshiyulu, who shall attain the age of 75 years during his second term of office.

RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director and Ms. Shilpa Jain, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

5. TO RE-APPOINT MR. M. SOUNDARA PANDIAN (DIN: 07566951) AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the provisions of Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time, the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. M. Soundara Pandian (DIN: 07566951), who was appointed as an Independent Director of the Company by the members for a term upto January 16, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years commencing from January 17, 2023 to January 16, 2028, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director and Ms. Shilpa Jain, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

6. TO RATIFY THE RESOLUTION PASSED FOR ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT in furtherance to the special resolution passed by the shareholders of the Company in the 14th Annual General Meeting held on September 18, 2021 to issue Equity Shares on Preferential basis, consent of the shareholders of the Company be and is hereby accorded to ratify the disclosure of Ultimate Beneficiary Owner (UBO) submitted by the Allottee, Sri Adhikari Brothers Assets Holding Private Limited, as below:

Name of Allottee	Allotment		Name of Ultimate Beneficial Owner
	No. of Shares	%	
Sri Adhikari Brothers Assets Holding Private Limited	18,00,000	4.90	Mrs. Rubaina Adhikari
			Mrs. Pavitra Adhikari

RESOLVED FURTHER THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the Company vide Special Resolution dated September 18, 2021 shall remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts.”

7. TO RATIFY THE RESOLUTION PASSED FOR ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

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

RESOLVED THAT in furtherance to the special resolution passed by the shareholders of the Company in the 14th Annual General Meeting held on September 18, 2021 to issue fully Convertible Warrants on Preferential basis, consent of the

15TH ANNUAL REPORT 2021-2022

shareholders of the Company be and is hereby accorded to ratify the disclosure of Ultimate Beneficiary Owner (UBO) submitted by the Allottee, Sri Adhikari Brothers Assets Holding Private Limited as below:

Name of Allottee	Allotment		Name of Ultimate Beneficial Owner
	No. of Shares	%	
Sri Adhikari Brothers Assets Holding Private Limited	20,00,000	4.91	Mrs. Rubaina Adhikari
			Mrs. Pavitra Adhikari

RESOLVED FURTHER THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the Company vide Special Resolution dated September 18, 2021 shall remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts."

8. TO APPROVE RELATED PARTY TRANSACTION:

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 ("the Act") read with Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the recommendation of the Nomination & Remuneration Committee, the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Kailasnath Adhikari, Business Development Head of the Company, a relative of Mr. Markand Adhikari, Chairman & Managing Director of the Company, for holding office or place of profit/employment in the Company, upto a remuneration not exceeding Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month (inclusive of all perquisites and allowances) with effect from October 01, 2022 to September 30, 2025, subject to alteration and variation in the terms and conditions of the remuneration, from time to time, in line with the policy of the Company but within the limits approved by the Members.

RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director and Ms. Shilpa Jain, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be required for the purpose of giving effect to this Resolution."

9. 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 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 percent) 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.

15TH ANNUAL REPORT 2021-2022

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 02, 2022

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978



NOTES:

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated May 05, 2022 read together with relevant circulars issued by MCA (collectively referred to as "MCA Circulars") and Circular dated May 13, 2022 read together with relevant circulars issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") 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"), MCA Circulars read together with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), the 15th 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. A & B) and the same is also available on the Company's website www.tvvision.in.
2. The Statement pursuant to the provisions of Section 102(1) of the Act, in respect of the Special Business to be transacted at the 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 to 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 Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.tvvision.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@tvvision.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 Thursday, September 01, 2022 to Wednesday, September 07, 2022 (both days inclusive).
12. 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.
13. 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.
14. 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.

15TH ANNUAL REPORT 2021-2022

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 mt.helpdesk@linkintime.co.in and to Company at cs@tvision.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.

15. 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@tvision.in.
16. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, nomination and bank account details (if not updated or provided earlier) through the respective Registrar and Share Transfer Agent (RTA). In line with the same, the Company has sent individual letters to all the Members holding shares of the Company in physical form to furnish the required details to the Company's Registrar and Share Transfer Agent ('Company's RTA') on e-mail ID: mt.helpdesk@linkintime.co.in and has also hosted the said communication on Company's website at www.tvision.in. Any service request or complaint from member, cannot be processed by RTA until registration/updation of their PAN, KYC, nomination and bank account details in RTA's records. The relevant forms for updating the records are available on Company's website www.tvision.in and the duly filled forms may be sent to the Company's RTA at the earliest. Members holding shares in demat form are requested to update PAN and other details with their Depository Participant(s).
17. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement, sub-division/splitting, consolidation of securities certificate, transmission and transposition. Members are accordingly advised to get their shares held in physical form dematerialized through their Depository Participant.
18. 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 Sunday, September 04, 2022 (9:00 a.m. IST) and ends on Tuesday, September 06, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, August 31, 2022 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 Wednesday, August 31, 2022.
- 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.

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.tvvision.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"> 1. 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. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

15TH ANNUAL REPORT 2021-2022

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

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.



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 300*** 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.

15TH ANNUAL REPORT 2021-2022

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 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 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@tvvision.in from August 25, 2022 (9:00 a.m. IST) to September 04, 2022 (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.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 3:**

The members of the Company at the 11th Annual General Meeting held on September 25, 2018 had approved the appointment of Dr. Ganesh P. Raut (DIN: 08047742), as an Independent Director of the Company, whose term is due to expire on January 16, 2023.

As per provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('Act') an Independent Director shall hold office for a term of five consecutive years on the Board of the Company. However, he shall be eligible for re-appointment by passing a special resolution for another term of upto five consecutive years on the Board of the Company.

The Board of Directors based on the recommendation of Nomination & Remuneration Committee, in their meeting held on August 02, 2022 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Dr. Ganesh P. Raut, has approved his re-appointment as an Independent Director for a second term of 5 (Five) consecutive years with effect from January 17, 2023 to January 16, 2028. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Ganesh P. Raut as an Independent Director.

Pursuant to the provisions of Section 160 of the Act, the Company has also received notice in writing from member of the Company signifying his candidature as Director for a second term of five years.

Dr. Ganesh P. Raut is a Mechanical Engineer (1984) from B.I.T., Sindri. He has vast experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. He possesses the unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph. D done in (Business Administration). His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies. His doctoral works on Corporate Governance, analyzes difference in the corporate structure, functioning bodies, roles of Independent Directors & various officials, performance evaluation, accountability etc., which has been beneficial to the Company.

Dr. Ganesh P. Raut is registered on the Independent Director's Databank and is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. Dr. Ganesh P. Raut has also given requisite declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and in the opinion of the Board he fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. He is not debarred from holding the office of director pursuant to any SEBI Order and does not hold any shares in the Company.

Accordingly, the Board recommends Special Resolution as set out at Item No. 3 of the Notice for approval of shareholders.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is given as an annexure to the Notice.

Except Dr. Ganesh P. Raut, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the accompanying Notice of the AGM.

Item No. 4

The members of the Company at the 11th Annual General Meeting held on September 25, 2018 had approved the appointment of Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765), as an Independent Director of the Company, whose term is due to expire on January 16, 2023.

As per provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('Act'), an Independent Director shall hold office for a term of five consecutive years on the Board of the Company, However, he shall be eligible for re-appointment by passing a special resolution for another term of upto five consecutive years on the Board of the Company.

Mr. Bhyravajoshiyulu shall attain the age of 75 years during his second term and pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders by way of special resolution is also being sought for continuation of his directorship for the remaining tenure.

The Board of Directors based on the recommendation of Nomination & Remuneration Committee, in their meeting held on August 2, 2022 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. Umakanth Bhyravajoshiyulu, has approved his re-appointment as an Independent Director for a second term of 5 (Five) consecutive years with effect from January 17, 2023 to January 16, 2028. The Board considers that his continued

15TH ANNUAL REPORT 2021-2022

association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Umakanth Bhyravajoshiyulu as an Independent Director.

Pursuant to the provisions of Section 160 of the Act the Company has also received notice in writing from member of the Company signifying his candidature as Director for a second term of five years.

Mr. Umakanth Bhyravajoshiyulu is a Science Graduate from Government College, Ananthapuram and has also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIIB & PGDIRPM. He has worked with Syndicate Bank as the Senior Management Grade-V - Assistant General Manager. He has more than three decades of experience in banking sector. Mr. Umakanth Bhyravajoshiyulu is expert in charting out the Group's financial growth strategy, which has been beneficial to the Company.

Mr. Umakanth Bhyravajoshiyulu is registered on the Independent Director's Databank and is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. Mr. Umakanth Bhyravajoshiyulu has also given requisite declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and in the opinion of the Board he fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. He is not debarred from holding the office of director pursuant to any SEBI Order and does not hold any shares in the Company.

Accordingly, the Board recommends Special Resolution as set out at Item No. 4 of the Notice for approval of shareholders.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is given as an annexure to the Notice.

Except Mr. Umakanth Bhyravajoshiyulu, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the accompanying Notice of the AGM.

Item No. 5

The members of the Company at the 11th Annual General Meeting held on September 25, 2018 had approved the appointment of Mr. M. Soundara Pandian (DIN: 07566951), as an Independent Director of the Company, whose term is due to expire on January 16, 2023.

As per provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of five consecutive years on the Board of the Company, but shall be eligible for re-appointment by passing a special resolution for another term of upto five consecutive years on the Board of the Company.

The Board of Directors based on the recommendation of Nomination & Remuneration Committee, in their meeting held on August 02, 2022 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. M. Soundara Pandian, has approved his re-appointment as an Independent Director for a second term of 5 (Five) consecutive years with effect from January 17, 2023 to January 16, 2028. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. M. Soundara Pandian as an Independent Director.

Pursuant to the provisions of Section 160 of the Act, the Company has also received notice in writing from member of the Company signifying his candidature as Director for a second term of five years.

Mr. M Soundara Pandian is a Graduate in 'Business Management' from Madurai Kamaraj University and has also obtained professional qualifications such as "Certified Associate of Indian Institute of Banking & Finance", Mumbai, "Certified in 'IT Security' and 'Customer Service & Banking Codes and Standards' by IIBF". He is a Banking Professional having 31 years of Banking Experience and has served in various capacities including 'Head' of Bank Branches. He is having a flair for 'Corporate Governance', which has been beneficial to the Company.

Mr. M Soundara Pandian is registered on the Independent Director's Databank and is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. Mr. M Soundara Pandian has also given requisite declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and in the opinion of the Board he fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. He is not debarred from holding the office of director pursuant to any SEBI Order and does not hold any shares in the Company.

Accordingly, the Board recommends Special Resolution as set out at Item No. 5 of the Notice for approval of shareholders.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is given as an annexure to the Notice.

Except Mr. M Soundara Pandian, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of the accompanying Notice of the AGM.

Item Nos. 6 and 7

The Shareholders of the Company in the 14th Annual General Meeting held on September 18, 2021, had approved issuance of up to 18,00,000 (Eighteen Lakh) Equity Shares ("Equity Shares") of the face value of Rs.10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lakh) Convertible Warrants ("Warrants") at an Issue Price of Rs. 10/- (Rupees Ten Only) per Warrant, to Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "Allottee Company"), an entity under Promoter Group, on preferential basis. It may please be noted that the said equity shares have also been listed for trading on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited w.e.f. April 07, 2022.

As per the information provided by the Allottee Company, at the time of issuing the Notice of 14th Annual General Meeting of the Company, Mr. Markand Adhikari was Ultimate Beneficial Owner (UBO) of the Allottee Company. Hence, the name of Mr. Markand Adhikari was mentioned as the UBO of the Allottee Company in the explanatory statement attached to the said resolution.

Later, upon allotment of the said equity shares and warrants, the Company was informed regarding the change in shareholding pattern of the Allottee Company. Accordingly, Mrs. Rubaina Adhikari & Mrs. Pavitra Adhikari, Directors of the Company, together held 87.72% of paid-up equity shares capital of the Allottee Company and thereby becoming the new UBO of the Allottee Company.

However, it has also been confirmed that the said change does not have any adverse or material effect on the interests of the Company and/or its shareholders.

Accordingly, in order to disclose the details of new UBO of the Allottee to the shareholders of the Company, the Board of Directors of the Company hereby recommend the resolutions as set out in item nos. 6 and 7 of the notice for approval of shareholders by way of Special Resolution.

Except Mr. Markand Adhikari and their respective relatives, none of the other 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 nos. 6 and 7 of the accompanying Notice of the AGM.

Item No. 8:

The shareholders of the Company at the 12th Annual General Meeting held on September 30, 2019, had approved appointment of Mr. Kailasnath Adhikari, (Son of Mr. Markand Adhikari, Chairman & Managing Director of the Company) as Business Development Head of the Company at a remuneration of Rs. 11,00,000/- (Rupees Eleven Lakhs Only) per month (inclusive of all perquisites and allowances), for holding office or place of profit/employment, with effect from October 01, 2019.

Further, the Board of Directors of the Company at their meeting held on August 02, 2022, on recommendation of Nomination and Remuneration Committee and Audit Committee, have approved increase in remuneration of Mr. Kailasnath Adhikari (Son of Mr. Markand Adhikari, Chairman & Managing Director of the Company) as Business Development Head of the Company from Rs. 11,00,000/- (Rupees Eleven Lakhs only) to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month (inclusive of all perquisites and allowances), for holding office or place of profit/employment, with effect from October 01, 2022, subject to approval of shareholders of the Company.

Mr. Kailasnath Adhikari is related party within the definition of Section 2(76) of the Act. Pursuant to the provisions of Section 188(1)(f) of the Act, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, payment of remuneration to any office or place of profit of the Company at a monthly remuneration exceeding Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) requires prior approval of the members of the Company.

Mr. Kailasnath Adhikari is a Master of Commerce from Mumbai University and has done MSC in Accounting Organization and Institution from London School of Economics and Political Science. He has worked with the erstwhile Planning Commission of India. He has been associated with the Company since last 6 years and his knowledge and expertise has helped the Company to achieve great heights.

15TH ANNUAL REPORT 2021-2022

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are given hereunder:

Sr. No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	Mr. Kailasnath Adhikari Son of Mr. Markand Navnital Adhikari, Promoter, Chairman & Managing Director
2.	Nature of contracts/ arrangements/ transaction	Remuneration
3.	Duration of the contracts/ arrangements/ transaction	For the period commencing from October 01, 2022 to September 30, 2025
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Increase in the remuneration to Rs. 15,00,000/-
5.	Justification for entering into such contracts or arrangements or transactions'	On account of his specialized technical skills and contribution to the business development of organisation, the Company has entered into the aforesaid arrangement.
6.	Date of approval by the Board	August 02, 2022
7.	Amount paid as advances, if any	-
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA
9.	Justification as to why the related party transaction is in the interest of the Company	On account of his specialized technical skills and contribution to the business development of organization.
10.	Details of valuation or other external party report, if such report has been relied upon	Not Required
11.	Any other information that may be relevant	-

The above related party transaction will be done at prevailing market price which will be at an arm's length basis. The transaction shall be reviewed on an annual basis by the Audit Committee and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'material modification' in the proposed transaction shall be placed before the shareholders for approval, in terms of Regulation 23(4) of Listing Regulations read with Company's Policy on Related Party Transactions.

As such the Board recommends the Ordinary Resolution as set out at Item no. 8 of the Notice for approval of the shareholders.

Except Mr. Markand Adhikari, Chairman & Managing Director, his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 of the accompanying Notice of the AGM.

Item No. 9:

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. 9 of the Notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9 of the accompanying Notice of the AGM.

By Order of the Board of Directors

Place: Mumbai
Date: August 02, 2022

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978

15TH ANNUAL REPORT 2021-2022

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	Mr. Markand Navnital Adhikari	Dr. Ganesh P Raut	Mr. Umakanth Bhyravajoshiyulu	Mr. M. Soundara Pandian
DIN	00032016	08047742	08047765	07566951
Date of Birth (Age)	August 26, 1957 (64 years)	January 23, 1958 (64 years)	September 16, 1951 (70 years)	October 18, 1959 (62 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	July 30, 2007	January 17, 2018	January 17, 2018	January 17, 2018
Designation	Chairman & Managing Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Qualification	Intermediate in Arts from University of Mumbai	Mechanical Engineer (1984) from B.I.T., Sindri. He has unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph.D in Business Administration	Science Graduate from Government College, Ananthapuram and also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIIB & PGDIRPM	Graduate in 'Business Management' from Madurai Kamaraj University and has also obtained professional qualifications such as "Certified Associate of Indian Institute of Banking & Finance", Mumbai, "Certified in 'IT Security' and 'Customer Service & Banking Codes and Standards' by IIBF"
Experience/ Expertise	He is having an experience of more than 33 years in the Media & Entertainment Industry.	Experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies. Given his expertise and knowledge the board considers his appointment would be of immense benefit to the Company.	Has Worked with Syndicate Bank as the Senior Management Grade-V - Assistant General Manager. He has more than three decades of experience in banking sector. His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.	Banking Professional having 31 years of Banking Experience and has served in various capacities including 'Head' of Bank Branches. Considering his deep understanding of financial field, his appointment will be noted valuable to the Company.
Terms and Conditions of Appointment or Re-appointment	3 (Three) years w.e.f. June 1, 2021 to May 31, 2024, liable to retire by rotation and on such terms and conditions as detailed in the Agreement	5 (Five) consecutive years w.e.f. January 17, 2023 to January 16, 2028, not liable to retire by rotation.	5 (Five) consecutive years w.e.f. January 17, 2023 to January 16, 2028, not liable to retire by rotation.	5 (Five) consecutive years w.e.f. January 17, 2023 to January 16, 2028, not liable to retire by rotation.
Remuneration sought to be paid	NIL	NIL Remuneration except sitting fees	NIL Remuneration except sitting fees	NIL Remuneration except sitting fees
Remuneration last drawn	NIL	NA	NA	NA



Name of the Director	Mr. Markand Navnital Adhikari	Dr. Ganesh P Raut	Mr. Umakanth Bhyravajoshiyulu	Mr. M. Soundara Pandian
Justification for choosing the appointees for appointment as Independent Directors	NA	Given his expertise and knowledge the board considers his appointment would be of immense benefit to the Company.	Considering his deep understanding of financial field, his appointment will be noted valuable to the Company.	His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.
Number of Meetings of the Board attended during the year 2021-22	4 (Four) of 5 (Five)	5 (Five) of 5 (Five)	5 (Five) of 5 (Five)	4 (Four) of 5 (Five)
Shareholding in the Company (Equity Shares of Rs. 10/- each) as on 31.03.2022	45,07,230 Equity Shares	Nil	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. S A B 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 10. Prime Global Media Private Limited 11. SABGROUP Content Network Private Limited 12. S A B 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 	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited (under Corporate Insolvency Resolution Process) 2. S A B Events & Governance Now Media Limited 	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited (under Corporate Insolvency Resolution Process) 2. S A B Events & Governance Now Media Limited 	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited (under Corporate Insolvency Resolution Process)

15TH ANNUAL REPORT 2021-2022

Name of the Director	Mr. Markand Navnital Adhikari	Dr. Ganesh P Raut	Mr. Umakanth Bhyravajoshiyulu	Mr. M. Soundara Pandian
<p>List of Chairmanship or membership of various Committees in listed company and others Companies</p> <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)</i></p>	<p>Chairmanship: Nil</p> <p>Membership: *Sri Adhikari Brothers Television Network Limited – Audit Committee & Stakeholders' Relationship Committee</p> <p>SAB Events & Governance Now Media Limited – Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee</p>	<p>Chairmanship: *Sri Adhikari Brothers Television Network Limited - Audit Committee</p> <p>SAB Events & Governance Now Media Limited – Stakeholders' Relationship Committee</p> <p>Membership: *Sri Adhikari Brothers Television Network Limited- Nomination and Remuneration Committee & Stakeholders' Relationship Committee.</p> <p>*SAB Events & Governance Now Media Limited – Audit Committee & Nomination and Remuneration Committee.</p>	<p>Chairmanship: *Sri Adhikari Brothers Television Network Limited - Stakeholders' Relationship Committee</p> <p>SAB Events & Governance Now Media Limited – Nomination and Remuneration Committee</p> <p>Membership: *Sri Adhikari Brothers Television Network Limited - Audit Committee & Nomination and Remuneration Committee.</p> <p>SAB Events & Governance Now Media Limited – Audit Committee</p>	<p>Chairmanship *Sri Adhikari Brothers Television Network Limited - Nomination and Remuneration Committee</p> <p>Membership *Sri Adhikari Brothers Television Network Limited - Audit Committee</p>
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not applicable	He is Doctorate in Corporate Governance and has thorough insight into corporate governance practices across different dimensions of business operations. He also has expertise in Finance, Strategy and Business Development.	He has expertise in Business Development, Finance, Leadership, Banking, Business Management & Corporate Governance.	His expertise in charting out group's financial growth, strategy and business development
Relationship with other Directors of the Company	No inter-se relationship	No inter-se relationship	No inter-se relationship	No inter-se relationship

* The Company is under the management of Resolution Professional (RP) as such the powers of the Board members are superseded by the RP.

By Order of the Board of Directors

Place: Mumbai
Date: August 02, 2022

Shilpa Jain
Company Secretary & Compliance Officer
ACS No. 24978