

October 30, 2024

<b>To,</b> <b>Manager- CRD</b> BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. <b>Scrip Code: 540083</b>	<b>To,</b> <b>The Manager - Listing</b> National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <b>SYMBOL: TVVISION</b>
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Dear Sir/Madam,

**Sub: Intimation of Postal Ballot Notice of the Company**

The Board of Directors at their meeting concluded on Monday, October 28, 2024 had inter-alia approved the Postal Ballot Notice for seeking approval of Shareholders of the Company on Resolutions as set out in the said Postal Ballot Notice.

Please find enclosed herewith the Notice of Postal Ballot with the Explanatory Statement, which is also being sent through electronic mode to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, October 25, 2024. The e-voting period shall commence on Saturday, November 02, 2024 at 9.00 a.m. and shall end on Sunday, December 01, 2024 at 5.00 p.m.

The above notice is also being uploaded on the Company website <https://www.tvvision.in/>.

Kindly take the above on your records.

Thanking you,  
Yours Faithfully,  
For **TV Vision Limited**

**Ravi Adhikari**  
**Chairman & Managing Director**  
**DIN: 02715055**

**Encl.:** A/a

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Saturday, November 02, 2024 at 9:00 a.m.	Sunday, December 01, 2024 at 5:00 p.m.

Dear Shareholders,

**NOTICE** is hereby given according to Section 110 read with Section 108 and other applicable provisions if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**SS-2**), each as amended, and as per the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means ('**remote e-voting**').

Under Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof ('**Statement**') is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, TV Vision Limited ('**Company/TVVISION**') is sending this Notice ONLY in electronic form to those Shareholders whose email addresses are registered with the Company/Registrar and Transfer Agent ('**RTA**')/Depositories. Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Shareholders for this Postal Ballot. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars, and SS-2, the Company is providing remote e-Voting facility to its Shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing a remote e-voting facility to its Shareholders. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.tvvision.in/>.

Shareholders desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent



(AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Sunday, December 01, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

**Special Business:**

**1. To approve the appointment of Mr. Ravi Adhikari (DIN: 02715055) as the Managing Director of the Company and designated as Chairman of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 160, 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Shareholders be and hereby accorded to the appointment of Mr. Ravi Adhikari (DIN: 02715055), who was appointed as an Additional Director and Managing Director of the Company in the meeting of the Board of Directors held on September 09, 2024 whose term expires at the ensuing General Meeting of the Company, as the Managing Director of the Company for a period of 05 (Five) Years w.e.f. September 09, 2024 to September 08, 2029 and designated as Chairman of the Company, whose term shall be liable to retire by rotation, without any managerial remuneration and on such terms and conditions as may be decided by the Board.

**RESOLVED FURTHER THAT** pursuant to Sections 152 & 165 of the Act (as amended or re-enacted from time to time) read with the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form DIR-2 along with the declaration that post-appointment his number of director will be within the maximum number allowed under the Act, duly laid for the recommendation to the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary & Compliance Officer of the Company be and is hereby jointly and/or severally be and are hereby authorized to sign and file the necessary e-forms with the Registrar of Companies, Ministry of Corporate Affairs, and do all other deeds, things and acts that are necessary to the appointment of the aforesaid person of the Company.

**RESOLVED FURTHER THAT** a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary."

**2. To approve the increase in Authorised Share Capital of the Company, and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in

force), and in accordance with the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 55,00,00,000/- (Indian Rupees Fifty Five Crores only) comprising of INR 54,99,00,000/- (Indian Rupees Fifty Four Crores Ninety Nine Lacs only) divided into 5,49,90,000 Equity Shares of INR 10/- each and INR 1,00,000/- (Indian Rupees One Lac only) divided into 10,000 Redeemable Preference Shares of INR 10/- each to INR 80,01,00,000/- (Indian Rupees Eighty Crores One Lacs only) comprising of INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 8,00,00,000 Equity Shares of INR 10/- each and INR 1,00,000/- (Indian Rupees One Lac only) divided into 10,000 Redeemable Preference Shares of INR 10/- each.

**RESOLVED FURTHER THAT** under the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

*V. . The Authorised Share Capital of the Company is amounting in aggregate to INR 80,01,00,000/- (Indian Rupees Eighty Crores One Lacs only) comprising of INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 8,00,00,000 Equity Shares of INR 10/- each and INR 1,00,000/- (Indian Rupees One Lac only) divided into 10,000 Redeemable Preference Shares of INR 10/- each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company."*

**RESOLVED FURTHER THAT** any Board of Director and/or the Company Secretary of the Company be and is hereby authorized to sign and file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to filing of necessary e-forms with the Registrar of Companies, making necessary entries in the statutory registers of the Company, and any other actions as may be required in this connection.

**RESOLVED FURTHER THAT** a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary."

**For TV Vision Limited**

Sd/-

**Shilpa Jain**

**Company Secretary & Compliance Officer**

**ACS: 24978**

**Date: 28-10-2024**

**Place: Mumbai**

**NOTES:**

1. The relevant Statement under the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, October 25, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Shareholders whose names are appearing in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Shareholder as of the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Shareholders of the Company as on the Cut-Off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote concerning the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, October 25, 2024, being the cut-off date fixed for the purpose
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide a remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 13 of this Notice.
6. The remote e-voting shall commence on Saturday, November 02, 2024 at 9:00 a.m. (IST) and shall end on Sunday, December 01, 2024 at 5:00 p.m. (IST). During this period, Shareholders of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
7. The Board of Directors has appointed Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035, CP No. 24147), Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process fairly and transparently.

8. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.tvvision.in/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Sunday, December 01, 2024.
11. Shareholders may download the Notice from the website of the Company at <https://www.tvvision.in/> or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com/](http://www.nseindia.com/).
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [cs@tvvision.in](mailto:cs@tvvision.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID between the e-voting period.

**The process to cast votes through remote e-voting:**

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




**Step 1: Access to the NSDL e-Voting system**

**A) Login method for e-voting for Individual shareholders holding securities in demat mode**

In terms of the SEBI circular dated December 09, 2020, on the 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 to access the e-voting facility.

The login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities	1. Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under

<p>in demat mode with NSDL.</p>	<p>“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 the e-Voting page. Click on the company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>2. If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 the ‘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 the NSDL Depository site wherein you can see e-voting page. Click on the company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</p> <div data-bbox="812 1197 1136 1386" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can log in through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ websites directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at</p>

	<p>CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
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 the e-voting facility. upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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	Shareholders facing any technical issue in login can contact the NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 48867000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll-free no. 1800 22 55 33

**B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

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

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section.
3. 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 e-services 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Shareholders who hold shares in a 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 Shareholders who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if the folio number is 001*** and EVEN is 101456 then the 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 log in and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow the steps mentioned below in the **process for those Shareholders whose email IDs are not registered.**

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

- a) Click on the "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) the option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by the aforesaid two options, you can send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
- d) Shareholders 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 the “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

**Step 2: Cast your vote electronically on the NSDL e-Voting system.****How to cast your vote electronically on the NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-voting period.
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 copies (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 [bhaveshchhedaassociates@gmail.com](mailto:bhaveshchhedaassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-voting" tab in their login.
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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.



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

1. In case of 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 [cs@tvvision.in](mailto:cs@tvvision.in).
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 [cs@tvvision.in](mailto:cs@tvvision.in). If you are an Individual Shareholder 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 for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) to procure user Id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 09, 2020, on the 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 to access the e-voting facility.

**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

The following statement sets out all material facts relating to Resolution No(s). 1 to 2 mentioned in the accompanying Notice.

**ITEM NO. 1:**

The Board of Directors at their meeting held on September 09, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ravi Adhikari (DIN: 02715055), as an Additional Director (in the capacity of Managing Director) of the Company, with immediate effect for a term of five consecutive years commencing from September 09, 2024 to September 08, 2029 (both days inclusive), subject to approval of the Shareholders by way of special resolution. Accordingly, the Board of Directors at their meeting held on October 28, 2024, based on the recommendation of the Nomination and Remuneration Committee, recommended the Shareholders for the appointment of Mr. Ravi Adhikari (DIN: 02715055), Managing Director of the Company and designated as Chairman of the Company, whose term shall be liable to retire by rotation.

Mr. Ravi Adhikari is Creative thinker trained under illustrious father Late Mr. Gautam Adhikari in various projects and has worked along with veterans of the industry like Anand Rai, Satish Kaushik among others. He has vast experience of 17 years working in Media Industry. Currently he is the creative backbone of the Company. His directorial venture had earned the Company several accolades and recognition.

In terms of Regulation 17(1)(c) of SEBI LODR, approval of Shareholders of the Company is required to be obtained for the appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of Shareholders is being sought for the aforesaid appointment of Mr. Ravi Adhikari, through this Postal Ballot.

Mr. Ravi Adhikari is eligible to continue hold the position of the Managing Director for a term of up to five consecutive years. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Ravi Adhikari will not withdraw any remuneration. The terms and conditions of Mr. Ravi Adhikari's appointment are available for inspection by the Shareholders in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Brief resume of Mr. Ravi Adhikari as stipulated under Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI forms part of this Notice.

A brief resume and details of Mr. Ravi Adhikari as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India is as under:

Name of Director	Mr. Ravi Adhikari
DIN	02715055
Date of Birth	July 25, 1985 (39 years)
Nationality	Indian
Date of first appointment on the Board	NA
Designation	Chairman and Managing Director
Qualification	B.com from the Mumbai University
Experience/ Expertise	Mr. Ravi Adhikari is Creative thinker trained under illustrious father Late Mr. Gautam Adhikari in various projects and has worked along with veterans of the industry like Anand Rai, Satish Kaushik among others. He has vast experience of 17 years working in Media Industry. Currently he is the creative backbone of the Company. His directorial venture had earned the Company several accolades and recognition.
Terms and Conditions of Appointment or Reappointment	Appointed as the Managing Director of the Company for a period of 5 (Five) year w.e.f. September 09, 2024 to September 08, 2029, subject to approval of Shareholders and designated as Chairman of the Company, liable to retire by rotation.
Remuneration sought to be paid	NIL
Remuneration last drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2023-24	Not Applicable
Shareholding in the Company (Equity Shares of Rs. 10/- each)	Not Applicable
List of Directorships in Other Companies	1. Sri Adhikari Brothers Television Network Limited 2. SAB Events & Governance Now Media Limited 3. Ruani Media Service Private Limited
List of Chairmanship or membership of various Committees in the listed company and other Companies	<b>Chairmanship: NIL</b>  <b>Membership:</b> <b>1. Sri Adhikari Brothers Television Network Limited:</b> - Audit Committee - Nomination & Remuneration Committee - Stakeholders Relationship Committee  <b>2. SAB Events &amp; Governance Now Media Limited:</b> - Nomination & Remuneration Committee - Stakeholders Relationship Committee  <b>3. TV Vision Limited:</b> - Audit Committee - Nomination & Remuneration Committee

	- Stakeholders Relationship Committee
Relationship with other Directors of the Company	Mr. Markand Adhikari, Ex-Chairman and Managing Director of the Company and Mr. Ravi Adhikari, Chairman & Managing Director of the Company belongs to Promoter family.

Details of the proposed transactions with Mr. Ravi Adhikari, being a related party of the Company, including the information under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details
<b>1.</b>	<b>Details of Summary of information provided by the Management to the Audit Committee</b>	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or interest (financial or otherwise);	Name of Related Party: Mr. Ravi Adhikari Relationship with Listed Company: Mr. Markand Adhikari, Ex-Chairman & Managing Director and Mr. Ravi Adhikari, Chairman belong to the Promoter family. Nature of Interest: Appointment as the Managing Director of the Company for a period of 5 (Five) Years w.e.f. September 09, 2024 to September 08 2029, and designated as Chairman of the Company and is liable to retire by rotation.
b.	Name of the director or key managerial personnel who is related, if any, and the nature of the relationship	Mr. Markand Adhikari, Ex-Chairman & Managing Director of the Company and Mr. Ravi Adhikari, Chairman and Managing Director of the Company belong to the Promoter family.
c.	Nature, material terms, monetary value, and particulars of contracts or arrangement	Appointment as the Managing Director of the Company for a period of 5 (Five) Years w.e.f. September 09, 2024 to September 08 2029, and designated as Chairman of the Company, liable to retire by rotation.
d.	Value of transaction	NA
e.	Percentage of annual consolidated turnover considering FY 2023-24 as immediately preceding financial year	NA
f.	Tenure of the Transaction	5 (Five) Years
<b>2.</b>	<b>Justification for the transaction</b>	Mr. Ravi Adhikari is Creative thinker trained under illustrious father Late Mr. Gautam Adhikari in various projects and has worked along with veterans of the industry like Anand Rai, Satish Kaushik among others. He has vast experience of 17 years working in Media Industry. Currently he is the creative backbone of the Company. His directorial venture had earned the Company several accolades and recognition.
<b>3.</b>	<b>Details of transactions relating to any loans, inter-corporate deposits, advances, or</b>	NA



<b>investments made or given by the listed entity or its subsidiary</b>
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The Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Shareholders.

Except Mr. Ravi Adhikari, being the appointee, Chairman & Managing Director of the Company, none of the other Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested in the resolution set out in Item No. 1 of the accompanying Notice.

**ITEM NO. 2:**

In order to broad the base the Capital Structure and to meet the funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from INR 55,00,00,000/- (Indian Rupees Fifty Five Crores only) comprising of INR 54,99,00,000/- (Indian Rupees Fifty Four Crores Ninety Nine Lacs only) divided into 5,49,90,000 Equity Shares of INR 10/- each and INR 1,00,000/- (Indian Rupees One Lac only) divided into 10,000 Redeemable Preference Shares of INR 10/- each to INR 80,01,00,000/- (Indian Rupees Eighty Crores One Lacs only) comprising of INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 8,00,00,000 Equity Shares of INR 10/- each and INR 1,00,000/- (Indian Rupees One Lac only) divided into 10,000 Redeemable Preference Shares of INR 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of the Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in the Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of Shareholders in general meetings under Sections 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of this 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 resolution set out in Item No. 2 of the accompanying Notice.

**For TV Vision Limited**

Sd/-

**Shilpa Jain**

**Company Secretary & Compliance Officer**

**ACS: 24978**

**Date: 28-10-2024**

**Place: Mumbai**