

Ref: TVL/BSE/2019-20/28

Date: 30.09.2019

To  
The Secretary,  
Department of Corporate Services,  
BSE Limited, Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai-400001

Dear Sir,

**Sub:** Proceedings of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Ref:** Scrip Code: 501421

This is to inform you that the 39<sup>th</sup> Annual General Meeting of the Company was held on Monday, 30<sup>th</sup> September, 2019 at 11.00 A.M at Hotel Blue Orchid, Hall No.1, II<sup>nd</sup> Floor, Habsiguda X Roads, Hyderabad – 500007 Telangana, India, where the business as per the notice of Annual General Meeting were transacted.

Please find herewith the proceedings as required under Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

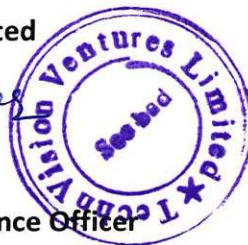
This is for your information and records.

Thanking you,

For Technvision Ventures Limited

*D. Santosh Kumar*

Santosh Kumar Diddiga  
Company Secretary & Compliance Officer



Encl: As above

**PROCEEDINGS OF THE 39<sup>th</sup> ANNUAL GENERAL MEETING OF TECHNVISION VENTURES LIMITED  
HELD ON MONDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 11.00 A.M. AT "HOTEL BLUE ORCHID,  
HALL NO.1, II<sup>ND</sup> FLOOR, HABSIGUDA X ROADS, HYDERABAD – 5000 07.**

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**CHAIRMAN:** Sri. G.R. Venugopala Chary

**MEMBERS PRESENT:**

In person: 10

In proxy: 10

**DIRECTORS PRESENT:**

Sri. G.R. Venugopala Chary, Director

Mrs. Geetanjali Toopran, Whole-Time Director&CFO.

QUORUM (required): 05

Having requisite Quorum being present, Chairman called the Meeting to order.

**CHAIRMAN'S SPEECH:**

The Chairman gave an overview on the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 and its future outlook.

**NOTICE:**

The Notice dated 03<sup>rd</sup> September, 2019, convening the 39<sup>th</sup> Annual General Meeting of the Company, Board's Report and the Annual Accounts were taken as read with the consent of the Members present.

**AUDITORS' REPORT:**

Ms. Akila Subramanyam, Chartered Accountant, Authorized Representative of M/s. Ayyadevera & Co., Statutory Auditors of the Company, after reading a para of the Audit Report and had taken the permission of the shareholders to take it as read.

At this juncture, the Chairman invited the Members present to address their queries to the management. Thereafter, the queries of the Members were answered by the Chairman and the management.

The Chairman informed the Members that pursuant to the provisions of Sec.108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has extended e-Voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting of the Company. The e-Voting commenced on Wednesday, the 25<sup>th</sup> Day of September, 2019 at 9.00 A.M. and ended on Sunday, the 29<sup>th</sup> Day of September, 2019 at 5:00 p.m. M/s. Harinath Akshitha & Co, Practicing Company Secretaries was appointed as the Scrutinizer by the Board for scrutinizing the remote e-Voting process.

The Chairman informed the Members that the Company had arranged for Poll to be taken on all the resolutions to be passed at the Meeting. The Chairman suo motto has ordered Poll to be taken on all the resolutions to be passed at the Meeting. The Chairman appointed Mr. Harinath Punna, Practicing Company Secretary as the Scrutinizer for the Poll.

The Chairman informed the Members that the combined results of remote e-Voting and Poll shall be posted on the Company's website and also shall be notified to the BSE Limited within 48 hours of conclusion of the AGM.

The Chairman requested the Members and Proxies present to cast their vote at the end of the Meeting on the Ballot Paper which had been distributed to them. The Chairman informed the Members present that Members who had exercised their vote through e-Voting Process were not eligible to vote on poll and any such votes would not be considered for the purpose of Poll.

The resolutions proposed to be passed by the Members, briefly related to:

**Item No. 1:**

**Ordinary Resolution to consider and adopt the audited financial statements as on 31<sup>st</sup> March, 2019 together with the report of Auditors and Directors thereon was put to vote by Poll for passing the following resolution:**

"RESOLVED THAT the Financial Statement as on 31<sup>st</sup> March, 2019 together with notes appended thereto along with the report of the Board' and Auditors of the Company be and is hereby considered, adopted and approved."

**Item No.2:**

**Ordinary Resolution to appoint a Director in place of Mrs. Geetanjali Toopran (DIN: 01498741), who retires by rotation and being eligible, offers herself for re-appointment was put to vote by Poll for passing the following resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, contained under the Companies Act, 2013 Mrs. Geetanjali Toopran (DIN: 01498741) be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

Since the Chairman of the meeting interested in the following matter, Sri. G.R. Venugopala Chary, requested Mrs. Geetanjali Toopran to take over the chair. Mrs. Geetanjali Toopran, took the chair and conducted the meeting.

**Item No.3:**

**Special Resolution for the Re-appointment of Sri. G.R. Venugopala Chary as an Independent Director was put to vote by Poll for passing the following resolution:**

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

After putting the above resolution to members of the Company, Mrs. Geetanjali Toopran requested Sri. G.R. Venugopala Chary to take over the chair subsequently Sri. G.R. Venugopala Chary accepted it and continued the proceedings of the meeting.

**Item No.4:**

**Special Resolution for the Re-appointment of Dr. Rafiq K. Dossani as an Independent Director was put to vote by Poll for passing the following resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Rafiq K. Dossani (DIN: 01229693), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 26th June, 2019 and being eligible, and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of five consecutive years with effect from 26th June, 2019 to 25th June, 2024 and whose office shall not be liable to retire by rotation.”

**Item No.5:**

**Special Resolution for the Re-appointment of Mr. Jnana Ranjan Dash as an Independent Director was put to vote by Poll for passing the following resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jnana Ranjan Dash (DIN: 02975142), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 25th September, 2019 and being eligible, and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for the

second term of five consecutive years with effect from 25<sup>th</sup> September, 2019 to 24<sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation.”

**Item No.6:**

**Special Resolution for the increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate was put to vote by Poll for passing the following resolution:**

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

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

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

**Item No.7:**

**Special Resolution for making loan(s) to, and/or giving of guarantee(s), and/or providing of security (ies) to Tiebeam Technologies India Private Limited was put to vote by Poll for passing the following resolution:**

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

The Chairman requested the Members to drop the ballot paper in the Ballot Box before leaving after exercising of their vote.

The Chairman requested Mr. Harinath Punna, Scrutinizer for Poll to take charge of the Ballot Box.

**VOTE OF THANKS:**

As there being no other business to be discussed, Chairman thanked the Members for attending the Meeting.

The Chairman then declared that the Meeting concluded at 11. 30 A.M.

For Technvision Ventures Limited



Santosh Kumar Diddiga

Company Secretary & Compliance Officer

