

September 03, 2018

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

Dear Sir(s),

Scrip Code: 540083

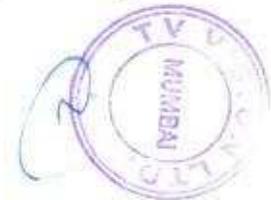
**Sub: Intimation of 11<sup>th</sup> Annual General Meeting to be held on Tuesday, September 25, 2018 and Book Closure**

With reference to the above captioned subject, we wish to inform you that the 11<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 25, 2018 at 1:15 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai - 400 053 to transact the Ordinary and Special Business as set out in the Notice convening the Annual General Meeting.

The Notice of the 11<sup>th</sup> Annual General Meeting and Financial Statements including Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2018, have been sent by Electronic Mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. Dispatch of physical copies of the Annual Reports including Notice of the 11<sup>th</sup> AGM, has been completed on September 01, 2018 and the same is also available on the Company's website [www.tvvision.in](http://www.tvvision.in). Further, Notice along with Attendance sheet and Proxy form is enclosed herewith for your kind perusal.

We wish to further inform you that pursuant to the provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith as *Annexure I*.

We also wish to inform you that in order to comply with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) the Listing Regulations 2015, the Company is pleased to provide its members with the facilities to exercise their right to vote on the agenda items as stated in the notice of the Annual General Meeting by Electronic means and the business may be transacted through E-voting services provided by National Securities Depositories Limited (NSDL).



The details pursuant to the provisions of Section 108 of the Companies Act, 2013 and the relevant Rules prescribed thereunder are as follows:

- 1) Period for which E-voting facility is available and open to Members of the Company: FROM Saturday, September 22, 2018 at 10:00 a.m. TO Monday, September 24, 2018 up to 5:00 p.m.
- 2) Cut-off date for determining the eligible Members for Remote E-voting: Tuesday, September 18, 2018

Further, the facilities for voting through Poll paper shall be made available at the venue of AGM and the Members attending the Meeting who have not cast their vote by Remote E-voting shall be able to exercise their right at the Meeting through Poll paper and the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Kindly take the same on your records and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For TV Vision Limited



Nishita Nagrecha  
Company Secretary & Compliance Officer  
ACS No.: 36831

Encl: A/a

Annexure I

Attn. Market Operations Department

Name of the Company: TV Vision Limited

Scrip Code / SYMBOL	Type of Security	Book Closure		Record date	Purpose
		From	To		
540083 TVVISION	Equity	Wednesday, September 19, 2018	Tuesday, September 25, 2018	N.A.	11 <sup>th</sup> Annual General Meeting



## NOTICE

**Notice** is hereby given that the **11<sup>th</sup> (Eleventh) Annual General Meeting (“AGM”)** of the members of **TV Vision Limited** will be held on **Tuesday, September 25, 2018 at 1.15 p.m.** at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the year ended March 31, 2018 together with the Boards’ Reports and Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Markand Adhikari (DIN:00032016), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. **TO APPOINT M/S P. PARIKH & ASSOCIATES, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and as recommended by the Audit Committee, M/s. P. Parikh & Associates, Chartered Accountants (Firm Registration No. 107564W) be and are hereby appointed as Statutory Auditors of the Company, for a period of 5 (five) years, who shall hold office from the conclusion of the 11<sup>th</sup> AGM until the conclusion of the 16<sup>th</sup> AGM, to audit the financial statements of the Company from F.Y. 2018-19 to F.Y. 2022-2023, in place of retiring auditors M/s. A. R. Sodha & Co, Chartered Accountants (Firm Registration No. 110324W), at such remuneration and out of pocket expenses, as may be agreed between the Auditors and Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

4. **RE-APPOINTMENT OF MR. MARKAND ADHIKARI (DIN: 00032016) AS MANAGING DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 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 (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 and as recommended by the Nomination & Remuneration Committee, the consent of the members be and is hereby accorded to re-appoint Mr. Markand Adhikari (DIN: 00032016) as the Managing Director of the Company for a further period of 3 (Three) years w.e.f. from June 1, 2018 to May 31, 2021 at NIL remuneration and on such terms and conditions as provided in explanatory statements;

**RESOLVED FURTHER THAT** remuneration if any, paid during the tenure of Mr. Markand Adhikari, as Managing Director of the Company, shall be subject to ceiling and such other terms and conditions as specified in Schedule V to the Act, and subject of approvals, if any, required under the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to the above resolution.”

5. **APPOINTMENT OF 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 an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Ganesh P Raut (DIN: 08047742), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this

Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Dr. Ganesh P. Raut as required under Section 160 of the Act, signifying his candidature as a Director, and as recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

**6. APPOINTMENT OF 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 an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. M. Soundara Pandian (DIN: 07566951), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Mr. M. Soundara Pandian as required under Section 160 of the Act, signifying his candidature as a Director, and as recommended by Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

**7. APPOINTMENT OF MR. UMAKANTH BHYRAVAJOSHUYLU (DIN: 08047765) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Mr. Umakanth Bhyravajoshiyulu as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

**8. APPOINTMENT OF MRS. LATASHA LAXMAN JADHAV (DIN: 08141498) AS A NON-EXECUTIVE WOMAN DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Latasha Laxman Jadhav (DIN:08141498), who was appointed as an Additional Non-Executive Woman Director of the Company with effect from May 30, 2018, pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this ensuing Annual General Meeting of the Company and in respect of that the Company has received the notice in writing from Mrs. Latasha Laxman Jadhav signifying her candidature as a Director, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Woman Director of the Company, who shall be liable to retire by rotation."

**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 Section 41, 42, 62 and 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 the Listing Agreement/s entered into by the Company with the Stock Exchange(s) where the Company’s shares are listed 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**”), 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, 2009 (“**SEBI Regulations**”), including the guidelines for Qualified Institutional Placement prescribed in Chapter VIII 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 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. 100/- Crore (Rupees 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 VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out under the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII 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

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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 authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised 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 authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised 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 authorised 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 13, 2018

**Nishita Nagrecha**  
**Company Secretary & Compliance Officer**  
**ACS No. 36831**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses is annexed hereto and forms part of this Notice.
3. Members / Proxies are requested to bring in their duly filled in Attendance slip along with their copy of Annual Report to the venue of Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the AGM (including through e-voting).
4. Brief resume of Directors proposed to be appointed/ re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment.
5. 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, will be kept open for inspection for the members during the AGM.
6. Pursuant to Section 91 of the Act, Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive).
7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
8. Members are requested to forward all Share Transfers and other communications, correspondence to the RTA – M/s. Sharex Dynamic (India) Private Limited, Unit: TV Vision Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072, and members are further requested to always quote their Folio Number in all correspondences to be made with the Company.
9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for providing better services.
10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.
11. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
13. Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT Form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
14. 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.

15. BSE has vide Circular dated July 05, 2018 has in reference to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, mandated the transfer of securities in dematerialized form only. Members are therefore requested to contact the RTA of the Company for converting their physical shares into demat form.
16. To comply with the provision of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.

Members 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 returning the same by post/e-mail.

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

17. The Notice of the 11<sup>th</sup> AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by courier.
18. Route Map for the venue along with a prominent landmark of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report and is made available on the website of the Company i.e. [www.tvision.in](http://www.tvision.in).

#### 19. Voting through electronic means:

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 Standard (SS-2) issued by the ICSI, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 11<sup>th</sup> AGM of the Company, dated August 13, 2018 (the AGM Notice).

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 11<sup>th</sup> AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, (FCS 6252) Mumbai as the Scrutinizer for scrutinizing the process of e-voting and voting through poll papers at the AGM in fair and transparent manner.

#### E- Voting is optional

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

##### **Details of Step 1 is mentioned below:**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices 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 IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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 NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**Details of Step 2 is given below.**

**How to cast your vote electronically on NSDL e-Voting system?**

- 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 click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Other Instructions:**

- a. Institutional Shareholder (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG 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 email to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy mark to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b. In case any queries, you may refer Frequently Asked Question (FAQs) for shareholders and 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 number 1800 222 990 or a send a request at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in)
- c. The e-voting period begins on Saturday, September 22, 2018 from (10:00 am) and ends on Monday, September 24, 2018 at (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- d. The voting rights of members shall be in proportion to their shares held of the Paid up Equity Share Capital of the Company as on the cut-off date i.e. Tuesday, September 18, 2018. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- e. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 18, 2018. may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- f. If you have forgot your password, you can reset your password by using "Forgot User details/password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- g. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- h. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted votes by availing the e-voting facility.
- i. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and through e-voting process, will, not later than 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman or an Authorised Person in this regards. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.tvision.in](http://www.tvision.in) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

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

**Item No. 4**

Mr. Markand Adhikari aged 61 years has rich experience of more than three decades in the field of Media & Entertainment Industry. Mr. Markand Adhikari began his career with an advertising firm in the Eighties. He began this venture in association with his brother, Late Shri Gautam Adhikari. With television industry's commercialization, he set his eyes on broader horizons. He pioneered the trend of offering sponsorship based programmes on Doordarshan. This was a new concept and had high stakes involved. He succeeded with the marketing of the Adhikari Brothers' productions in regional as well as national languages on the National Network. He is associated with the Company since its inception and his creative vision continues to guide the Company to set newer milestones.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its Meeting held on May 30, 2018, re-appointed Mr. Markand Adhikari as the Managing Director of the Company for a further period of three years with effect from June 1, 2018 to May 31, 2021 at remuneration of Rs. 3,00,000/- (inclusive of perquisites and allowances) per month. However, considering the financial liquidity position of the Company, the Board of Directors at its meeting held on August 13, 2018 revised the terms of remuneration of Mr. Markand Adhikari and it was revised to Nil remuneration except that he shall be eligible for all perquisites, allowances, reimbursement of expenses etc., subject to approval of members of the Company in the ensuing AGM.

The Board Recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval of the Members.

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

Except Mr. Markand Adhikari, being an appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

**Item No. 5**

Dr. Ganesh P Raut was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He 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 shall be beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Ganesh P Raut holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Dr. Ganesh P Raut is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting

Dr. Ganesh P Raut has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Dr. Ganesh P. Raut as required under Section 160 of the Companies Act, 2013 signifying his candidature for the office of an Independent Director.

In the opinion of the Board, Dr. Ganesh P Raut, proposed to be appointed as an Independent Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent to the management.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the Members.

Brief resume of Dr. Ganesh P Raut as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Dr. Ganesh P Raut being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

## Item No. 6

Mr. M Soundara Pandian was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He 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'.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. M. Soundara Pandian holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. M. Soundara Pandian is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting

Mr. M. Soundara Pandian has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Mr. M. Soundara Pandian as required under Section 160 of the Companies Act, 2013 signifying his candidature for the office of an Independent Director.

In the opinion of the Board, Mr. M. Soundara Pandian, proposed to be appointed as an Independent Director fulfills the conditions as specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval of the Members.

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

Except, Mr. M. Soundara Pandian being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

## Item No. 7

Mr. Umakanth Bhyravajoshiyulu was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He 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.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Umakanth Bhyravajoshiyulu holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. Umakanth Bhyravajoshiyulu is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting

Mr. Umakanth Bhyravajoshiyulu has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Mr. Umakanth Bhyravajoshiyulu under Section 160 of the Companies Act, 2013 signifying his candidature for the office of an Independent Director.

In the opinion of the Board, Mr. Umakanth Bhyravajoshiyulu, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board recommends the Ordinary Resolution as set out at item no. 7 of the Notice for approval of the Members.

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

Except, Mr. Umakanth Bhyravajoshiyulu being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

## Item No. 8

Mrs. Latasha L. Jadhav was appointed as an Additional Non-Executive Woman Director of the Company w.e.f. May 30, 2018. Mrs. Latasha L. Jadhav belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active Social Worker and takes participation in various socio-cultural activities.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Latasha L. Jadhav holds office as such up to the date of this ensuing Annual General Meeting. The Company has also received notice from Mrs. Latasha L. Jadhav under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Non- Executive Director.

In the opinion of the Board, Mrs. Latasha L. Jadhav, proposed to be appointed as Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

The Board recommends the Ordinary Resolution as set out at item no. 8 of the Notice for approval of the members.

Brief resume of Mrs. Latasha L. Jadhav as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mrs. Latasha L. Jadhav, being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No.: 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. 100/- Crore (Rupees 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, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: August 13, 2018**

**Nishita Nagrecha**  
**Company Secretary & Compliance Officer**  
**ACS No. 36831**

# 11<sup>TH</sup> ANNUAL REPORT 2017-2018

In pursuance of the provisions of Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI, details of Directors seeking appointments/ re-appointments at the ensuing Annual General Meeting are stated as under:

Name of the Director	Mr. Markand Adhikari	Dr. Ganesh P Raut	Mr. M. Soundara Pandian	Mr. Umakanth Bhyravajoshiyulu	Mrs. Latasha Jadhav
DIN	00032016	08047742	07566951	08047765	08141498
Date of Birth (Age)	August 26, 1957 (61 years)	January 23, 1958 (60 years)	October 18, 1959 (59 years)	September 16, 1951 (66 years)	April 20, 1971 (48 years)
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	July 30, 2007	January 17, 2018	January 17, 2018	January 17, 2018	May 30, 2018
Designation	Managing Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director	Additional Non-Executive Woman 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	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"	Science Graduate from Government College, Ananthapuram and also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIB & PGDIRPM	She is an active social worker and takes participation in Socio-Cultural activities.
Experience/ Expertise (including justification for appointment of Independent Directors)	He is having an experience of more than 31 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.	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.	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.	Belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active Social Worker and takes participation in various socio-cultural activities.  Non- Executive Woman Director w.e.f May 30, 2018, liable to retire by rotation.
Terms and Conditions of Appointment or Re-appointment	3 (Three) years w.e.f. July 01, 2018 to May 31, 2021, 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, 2018 to January 16, 2023, not liable to retire by rotation.	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation.	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation.	Rs. 20,000/- per month, liable to retire by rotation
Remuneration sought to be paid	NIL (As provided in resolution no.4 of the Notice forming part of this Annual Report)	NIL Remuneration except sitting fees.	NIL Remuneration except sitting fees.	NIL Remuneration except sitting fees.	Rs. 20,000/- per month
Remuneration last drawn	Rs.3,00,000/- per month	NA	NA	NA	NA
Number of Board Meetings attended during their tenure in the FY 2017-18	8 (Eight) of 8 (Eight)	2 (Two) of 2 (Two)	2 (Two) of 2 (Two)	2 (Two) of 2 (Two)	NA
Shareholding in the Company (Equity Shares of Rs. 10/- each)	5,022,230 Equity Shares	Nil	Nil	Nil	Nil

<p><b>List of Directorship held in other Companies (including Private Limited Companies)</b></p>	<ol style="list-style-type: none"> <li>1. Sri Adhikari Brothers Television Network Limited</li> <li>2. SAB Events &amp; Governance Now Media Limited</li> <li>3. Krishna Showbiz Services Private Limited</li> <li>4. HHP Broadcasting Services Private Limited</li> <li>5. UBJ Broadcasting Private Limited</li> <li>6. Titanium Merchant Private Limited</li> <li>7. Global Showbiz Private Limited</li> <li>8. SAB Global Entertainment Media Private Limited</li> <li>9. Prime Global Media Private Limited</li> <li>10. SABGroup Content Network Private Limited (Formerly known as "Magnificent Media Vision Private Limited")</li> <li>11. Marvel Media Private Limited</li> <li>12. SAB Media Networks Private Limited</li> <li>13. SAB Entertainment Network Private Limited</li> <li>14. Dream Merchant Content Private Limited</li> <li>15. MPCR Broadcasting Service Private Limited</li> <li>16. Ruani Media Service Private Limited</li> <li>17. Abhivadan Media Services Private Limited</li> <li>18. Ashpreet Production Service Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. SAB Events &amp; Governance Now Media Limited</li> <li>2. Sri Adhikari Brothers Television Network Limited</li> </ol>	<p>Sri Adhikari Brothers Television Network Limited</p>	<ol style="list-style-type: none"> <li>1. SAB Events &amp; Governance Now Media Limited</li> <li>2. Sri Adhikari Brothers Television Network Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Sri Adhikari Brothers Television Network Limited</li> <li>2. Krishna Showbiz Services Private Limited</li> <li>3. HHP Broadcasting Services Private Limited</li> <li>4. UBJ Broadcasting Services Private Limited</li> <li>5. MPCR Broadcasting Service Private Limited</li> <li>6. Global Showbiz Private Limited</li> <li>7. Prime Global Media Private Limited</li> <li>8. SAB Group Content Network Private Limited</li> <li>9. Marvel Media Private Limited</li> <li>10. SAB Media Networks Pvt Limited</li> <li>11. SAB Entertainment Network Private Limited</li> <li>12. Dream Merchant Content Private Limited</li> <li>13. SAB Global Entertainment Media Private Limited</li> </ol>
<p><b>List of Chairmanship(s) and membership of various committees in other Public Companies</b></p> <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"), Nomination &amp; Remuneration Committee (NRC) and Corporate Social Responsibility (CSR) of Indian public Companies)</i></p>	<p><b>Chairmanship</b> Nil</p> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• SAB Events &amp; Governance Now Media Limited- AC, NRC and SRC.</li> <li>• Sri Adhikari Brothers Television Network Limited- AC, SRC</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• SAB Events &amp; Governance Now Media Limited-AC</li> <li>• Sri Adhikari Brothers Television Network Limited- AC</li> </ul> <p><b>Membership:</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited- SRC, NRC.</li> <li>• SAB Events &amp; Governance Now Media Limited-NRC.</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited- NRC</li> </ul> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited- AC</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited- SRC</li> </ul> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited- AC, NRC</li> </ul>	<p><b>Chairmanship</b> Nil</p> <p><b>Membership</b> Nil</p>
<p><b>Relationship with other Directors KMP of the Company</b></p>	<p>Brother of late Mr. Gautam Adhikari, Chairman &amp; Whole Time Director</p>	<p>No inter-se relationship</p>	<p>No inter-se relationship</p>	<p>No inter-se relationship</p>	<p>No inter-se relationship</p>



CIN: L64200MH2007PLC172707

**Regd. Office :** 4<sup>th</sup> 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](mailto:cs@tvvision.in) **Website:** [www.tvvision.in](http://www.tvvision.in)

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**11<sup>TH</sup> ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 25, 2018**

<b>Name of the Member(s):</b>	
<b>Name(s) of the Joint Holder, if any:</b>	
<b>Registered address:</b>	
<b>E-mail ID:</b>	
<b>Folio No./DP ID*/Client ID (*Applicable to investors holding shares in Dematerialized Form)</b>	

I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

(1) Name .....

Address.....

Email Id:..... Signature..... or failing him/her;

(2) Name .....

Address.....

Email Id:..... Signature..... or failing him/her;

(3) Name .....

Address.....

Email Id:..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, September 25, 2018 at 1.15 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary resolution to receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the year ended March 31, 2018 together with the Board's Reports and Auditors' Report thereon.			
2	Ordinary resolution to appoint a Director in place of Mr. Markand Adhikari (DIN:00032016), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary resolution to appoint M/s P. Parikh and Associates as the Statutory Auditors of the Company and fix their remuneration.			
	<b>Special Business:</b>			
4.	Ordinary resolution to re-appoint Mr. Markand Adhikari (DIN: 00032016) as Managing Director of the Company.			
5.	Ordinary resolution to appoint Dr. Ganesh P Raut (DIN: 08047742) as Independent Director of the Company.			
6.	Ordinary resolution to appoint Mr. M. Soundara Pandian (DIN: 07566951) as Independent Director of the Company.			
7.	Ordinary resolution to appoint Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765) as Independent Director of the Company.			
8.	Ordinary resolution to appoint Mrs. Latasha Laxman Jadhav (DIN: 08141498) as a Non-Executive Woman Director of the Company.			
9.	Special resolution to grant authority to the Board of Directors to Create, Offer, Issue & Allot Further Securities of the Company			

Signed this ..... day of ....., 2018  Signature of shareholder(s) .....  Signature of Proxy holder(s) .....	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;">         Affix Revenue Stamp Rs. 1/-       </div>
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**Note:**

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.

CIN: L64200MH2007PLC172707

**Regd. Office :** 4<sup>th</sup> 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](mailto:cs@tvvision.in) **Website:** [www.tvvision.in](http://www.tvvision.in)

### ATTENDANCE SLIP

#### 11<sup>th</sup> ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 25, 2018 AT 1.15 P. M.

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of share(s) held	

I/We hereby record my/our presence at the 11<sup>th</sup> Annual General Meeting of the members of the Company held at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053 on Tuesday, September 25, 2018 at 1.15 p.m.

.....  
Member's/Proxy's name **(in Block Letters)**

.....  
Member's/Proxy's Signature

**Note:**

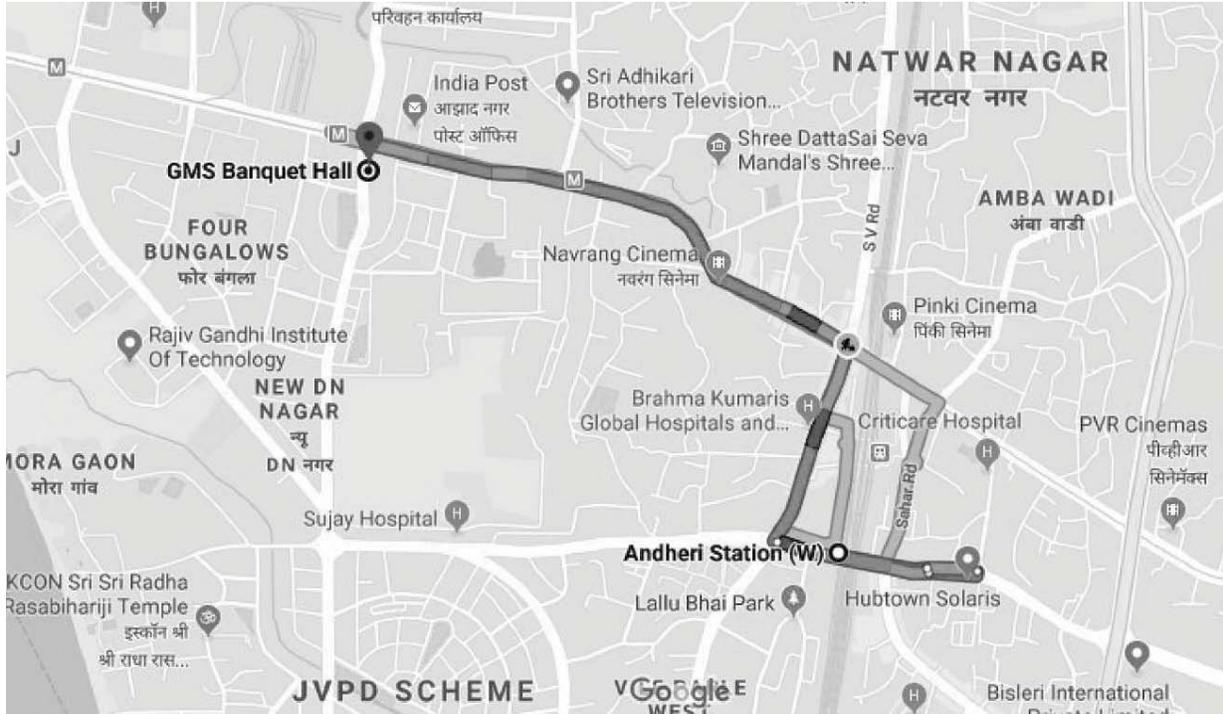
1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE HALL OF THE MEETING**.
2. Please read the instructions for Remote E-Voting given along with this Notice. The remote E-Voting period commences from Saturday, September 22, 2018 (10:00 a.m.) and ends on Monday, September 24, 2018 (5:00 p.m.).

**The Remote E-Voting module shall be disabled by NSDL for voting thereafter.**

#### ELECTRONIC VOTING PARTICULARS

EVEN ( E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



**Address: GMS Banquets, Manmandir Co-operative Housing Society, Sitladevi Complex, DN Nagar, New Link Road, Andheri (W), Mumbai 400053**

**Prominent Landmark: Opp. Indian Oils**