



TV VISION LTD

A SRI ADHIKARI BROTHERS ENTERPRISE

July 29, 2020

To
The Manager - DCS
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 540083

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, enclosed herewith please find the Annual Secretarial Compliance Report issued by M/s. Shweta Mundra & Associates, Practising Company Secretary for the year ended March 31, 2020.

Further, pursuant to the guidelines issued by BSE Limited and National Stock Exchange of India Limited for submissions of documents on respective Portals in the wake of CoVID-19 virus and following the Work from Home Policy, we are submitting the covering letter in "**SD mode**" to the Exchanges.

Kindly take the above in your record.

Thanking you,
Yours faithfully,

For **TV Vision Limited**

Sd/-
Shilpa Jain
Company Secretary & Compliance Officer
ACS: 24978
Tel: 8879994586

Encl.: A/a

**Secretarial Compliance Report
of TV Vision Limited for the year ended 31st March 2020.**

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,

The Members,
TV Vision Limited,
4th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400053.

We, Shweta Mundra & Associates, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by TV Vision Limited (having Corporate Identification Number L64200MH2007PLC172707 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "540083" and "TVVISION" respectively) ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein with referred to as LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No compliances were required to be made during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (No compliances were required to be made during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No compliances were required to be made during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (No compliances were required to be made during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period.

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ Circulars/guide-lines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	SEBI letter No. MIRSD/DPS-I/PG/158174/09 dated March 23, 2009	Appointment and guidelines to Internal Auditor as per SEBI(SCRA) Compliance	The Company has not appointed the Internal Auditor as mandatory for Listed Entities u/s 138 of the Companies Act, 2013.
2	Section 203 of the Companies Act, 2013 read with relevant applicable Rules of SEBI LODR.	The Company was not having a CFO for the period from 01.04.2019 to 18.04.2019. Though a CFO was appointed w.e.f. 18.04.2019	The Company has appointed a CFO with effect from 18.04.2019.
3	Section 135 of the Companies Act, 2013.	The Company has not spent the amount required on CSR activities as under Section 135 of the Companies Act, 2013 which has been pending for previous year i.e. FY 2018-19, related to previous year only.	As explained to us, the Company is facing loss in the current Financial year. However, the Company was seeking avenues to spend the CSR amount. Later, the Company has spent INR 5 Lakh with respect to COVID-19 pandemic under an initiative called 'Humar'.

Shweta Mundra & Associates

Office Address: B- 202, Chandrakant Residency, 150 Feet Road, Near Maxus Mall, Bhayander (W)
PIN- 401 101 (INDIA), Mobile No. 7021723346, Email: shwetamundra@gmail.com

Note:

* In the wake of COVID-19, the relaxation is provided & time limit is extended for the various applicable compliance by SEBI. The Company has done various compliance related to Quarter ended on 31st March, 2020 under relaxation.

* Pursuant to the guidelines issued by BSE Limited and National Stock Exchange of India Limited for submissions of documents on respective Portals in the wake of CoVID-19 virus and following the Work from Home Policy, The Company has submitted various disclosure in "SD mode" to the Exchanges.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;

(c) As represented to us, no actions have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder in the Financial Year 2019-20.

(d) Observations in the previous reports requiring follow-up actions by the listed entity:

In the previous report of the Company for the FY 2018-19, There were certain qualifications in the report related to Regulation 6 of LODR; Regulation 17(1A) of LODR and Regulation 17(8) & 33(2) of LODR which have been rectified and regularized by the Company.

Place: Mumbai

Date: 28/07/2020

UDIN: A038115B000518694

For SHWETA MUNDRA & ASSOCIATES
Practicing Company Secretaries

For SHWETA MUNDRA & ASSOCIATES

Shweta Mundra

ACS Shweta Mundra
Mem - A38115 COP - 15387

Shweta Mundra

CS Shweta Mundra
ACS- 38115, COP - 15387

Note: Due to lockdown (on account of COVID-19), we have not been able to carry out physical visit to the Company office for verification of the data. The certificate is based on the virtual data provided by the Company received through email, Verification with the available data on BSE Limited and National Stock Exchange of India Limited and oral confirmation from the Company Representatives.

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure - "A"

To,
The Members,
TV Vision Limited,
4th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400053.

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SHWETA MUNDRA & ASSOCIATES
Practicing Company Secretaries

Shweta Mundra

CS Shweta Mundra
ACS- 38115, COP - 15387
Place: Mumbai
Date: 28.07.2020

For SHWETA MUNDRA & ASSOCIATES

Shweta Mundra

ACS Shweta Mundra
Mem - A38115 COP - 15387