



NOTICE OF
ANNUAL GENERAL MEETING

NOTICE TO MEMBERS

Notice is hereby given to all the members of the Company that the **Thirty Seventh Annual General Meeting** of **TECHNVISION VENTURES LIMITED** will be held on Thursday, 28th September 2017, at 10:00 am at 'HOTEL BLUE ORCHID', HALL NO.1, IInd Floor, Habsiguda X Roads., Hyderabad - 500 007 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in the place of Mrs. Veena Gundavelli (DIN: 00197010) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in the place of Mrs. Geetanjali Toopran (DIN: 01498741), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and for that purpose to pass the following resolution with or without any modifications as an ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee, approval of members of the Company be and is hereby accorded to appoint M/s. Ayyadevara & Co., Chartered Accountants, (ICAI FRN. 000278S) Hyderabad, as Statutory Auditors of the Company, in place of retiring auditors M/s. Ramu and Ravi, Chartered Accountants, (Firm Registration Number 006610S), Hyderabad, to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual general Meeting of the Company for audit of Financial Statements, at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors”.

Special Business

5. **Appointment of Dr. Ananda Prabhu Valaboju Kesari as Independent Director of the Company. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 rules made there under, including any amendment, modification, variation or re-enactment thereof for the time being in force read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Dr. Ananda Prabhu Valaboju Kesari (holding DIN. 07879466), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of Directors with effect from 28th July, 2017 in terms of Section 161 of the Companies Act, 2013 and Article 80(f) of Article of Association

of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose Dr. Ananda Prabhu Valaboju Kesari for the office of Director of the Company in the category of Independent Director, not liable to retire by rotation, to hold office for five consecutive years up to the conclusion of 42nd Annual General Meeting of the Company to be held in the calendar year 2022.

RESOLVED FURTHER THAT Mr. Santosh Kumar Diddiga, Company Secretary or any other Director of the company be and are hereby authorized to comply with all formalities including digitally signing and filing of various Forms with the Ministry of Corporate Affairs (MCA)/Registrar of Companies (ROC) and to do all such acts and things as may be necessary for the above said purpose.”

6. Approval for Related Party Transactions

To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the Stock Exchange, pursuant to Section 179,184,188 of the Companies Act 2013 (“Act”) and Rules made thereunder (including any statutory modifications and re-enactments made thereof from time to time), consent of the members of the Company be and is hereby accorded to the following related party transactions on arm’s length basis. w.e.f. 1st April 2017 for a period of 1 year in ordinary course of business:

S.No	Particulars	(₹ in Crores)
A	Availing or rendering of services with Solix Technologies Inc., USA & Siti Corporation Inc., USA	20 Per Annum
B	Leasing of Property from or to of any kind with Mrs. G. P. Premalata	0.5 Per Annum

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

7. Reappointment of Mrs. Veena Gundavelli as Managing Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company, subject to the approval of Central Government and such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, based on the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mrs. Veena Gundavelli as Managing Director of the Company without remuneration for a period of 5 years w.e.f. 29th May, 2017 to 28th May, 2022 and empowered to exercise all such powers as entitled as a Managing Director.

RESOLVED FURTHER THAT Mr. Santosh Kumar Diddiga, Company Secretary or any other Director of the company be and are hereby authorized to comply with all formalities including digitally signing and filing of various forms with the Ministry of Corporate Affairs (MCA)/Registrar of Companies (ROC) and to do all such acts and things as may be necessary for the above said purpose.”

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017.
Telangana, India

CIN: L51900TG1980PLC054066

Phone Nos.: 040-2717 0822, 27175157, 27177591,

Fax No.: 040-2717 3240

E-Mail: investor_relations@technvision.com

Date: 28th July, 2017

**By order of the Board of Directors
of TechNvision Ventures Ltd.,**

sd/-

**D. Santosh Kumar
Company Secretary
M.No. ACS.31332**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER A MEMBER HOLDING 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AND PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has notified that Register of Members shall remain closed from **Tuesday, the 19th day of September, 2017 to Thursday, the 28th Day of September, 2017** (both days inclusive).
3. Members holding shares in single names and physical form are advised to make nomination in respect of their shareholding in the company. Shareholders desirous of making nominations are requested to send their request (which will be made available on request) to the Registrar and Share Transfer Agent M/s. Venture Capital and Corporate Investments Private Limited, Hyderabad.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address, email ID or bank mandates to their depository participants with whom they are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify / send any change in their address and email ID and bank account details to the Company / Registrar & Share Transfer Agents, M/s. Venture Capital and Corporate Investments Private Limited.
5. Members are requested to intimate the Company or Registrar, the details or clarifications, if any, required in relation to this Annual Report, at least 7(Seven) days before the Meeting to enable the Management to keep the information ready at the Meeting.
6. As a measure of economy, Members/proxies are requested to bring their copies of Annual Reports to the Meeting and the attendance slip duly filled in for attending the Meeting. Copies of Annual Reports will not be provided at the Meeting.
7. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice / all documents including Annual Reports can be sent by e-mail to their Members. To support the 'Green Initiative' in the Corporate Governance and to contribute towards greener environment, we are sending all official documents to the email address provided by you with your depositories. We request you to register / update your e-mail addresses with Venture Capital and Corporate Investments Private Limited, if shares are in physical mode or with your DP, if the holding is in electronic mode.
8. As per Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Veena Gundavelli, Managing Director and Mrs. Geetanjali Toopran, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers themselves for the re-appointment. The Particulars of Directors seeking re-appointment is annexed to the Notice.
9. **M/s. Harinath Akshitha & Co., Hyderabad**, Practicing Company Secretaries has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses during the AGM in a fair and transparent manner.

10. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Central Depositories Services Limited.

The instructions for e-voting are as under:

A. In case a Member receiving an email of the AGM Notice from M/s. Venture Capital and Corporate Investments Private Limited. [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Sunday, the **24th Day of September, 2017 at 09.00 AM and ends on Wednesday, the 27th Day of September, 2017 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Friday, the 15th day of September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
- v. Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN (Electronic Voting Sequence Number) for the relevant i.e Technvision Ventures Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. IPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer csharinath@outlook.com to verify the same otherwise the votes will be considered invalid.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- A. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Friday, 15th September, 2017**.
- B. The Company has appointed **M/s. Harinath Akshitha & Co.**, Practicing Company Secretaries firm, as a Scrutinizer to scrutinize the remote e-voting process and physical poll at AGM in a fair and transparent manner.
- C. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses who is not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- D. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed at the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- E. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.technvision.com) and the communication will be sent to the Bombay Stock Exchange Limited.

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, may obtain the login ID and password by sending a request at evoting@cdslindia.in However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.

11. The route map for reaching the Venue of the Annual General Meeting is annexed.

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
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Telangana, India

CIN: L51900TG1980PLC054066
Phone Nos.: 040-2717 0822, 27175157, 27177591,
Fax No.: 040-2717 3240
E-Mail: investor_relations@technvision.com
Date: 28th July, 2017

**By order of the Board of Directors
of TechNvision Ventures Ltd.,**

sd/-
D. Santosh Kumar
Company Secretary
M.No. ACS.31332

ANNEXURE TO NOTICE DATED 28th JULY 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company on 28th July, 2017 has appointed Dr. Ananda Prabhu Valaboju Kesari (DIN:07879466) as an Additional Director of the Company in the category of Independent Director, in terms of Section 161 of the Companies Act, 2013 read with Article 80 of the Article of Association of the Company. In pursuance of Section 161 of the Companies Act, 2013 Dr. Ananda Prabhu Valaboju Kesari will hold office up to the ensuing Annual General Meeting. The Company has received notice in writing from a member along with the requisite deposit amount under Section 160 of the Act, proposing the candidature of Dr. Ananda Prabhu Valaboju Kesari for the office of Director to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Dr. Ananda Prabhu Valaboju Kesari to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Dr. Ananda Prabhu Valaboju Kesari, fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Dr. Ananda Prabhu Valaboju Kesari, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Dr. Ananda Prabhu Valaboju Kesari (aged 63 years) is a well-known academician. He actively participated in Lions Club International, National Council for Rural Institutions, Council for Culture and Training, Government of India. He holds triple post-graduation from Andhra University, Osmania University and University of English and Foreign Languages. He also had a diploma in post-graduation in teaching English and Doctorate of Philosophy. He participated in many Literary, Spiritual and social conferences in various parts the country.

Dr. Ananda Prabhu Valaboju Kesari has been serving as Organizer in the Chinmaya Spiritual Science Academy for the past 46 years and now as its Chief Secretary for the past 16 years. He was honoured by Late Sri A.P.J. Abdul Kalam, ex-President of India and Sri. E.S.L. Narasimhan, Governor of A.P. The International Institute of Education and Management has conferred him with the title of "RASHTRIYA VIDYA SARASWATHI" for his outstanding contribution in the field of Education and Service.

Pursuant to the Section 149, 152 read with Schedule IV of the Companies Act, 2013, the appointment of Independent Director should be approved by members of the company by way of passing an Ordinary Resolution. Hence the Board recommends the resolution set forth in item No. 5 for approval of the members.

Except Dr. Ananda Prabhu Valaboju Kesari, none of the other Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested either directly or indirectly, financially or otherwise, in the resolution set out at item No. 5 of the notice.

All the documents relating to Item No.5 above will be available for inspection at the Registered office of the company.

The Board recommends Resolution set forth in Item No.5 for members' approval.

Item No. 6

The related party transaction that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The related party transactions are placed before the Audit Committee as also the Board for their approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are foreseen and repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are examined and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The statements are supported by a certificate from the Auditors.

Even though the provisions of Companies Act, 2013 regarding related party transactions are not attracted to such transaction, it becomes a material related party transactions by virtue of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the transaction executed is in the ordinary course of business and at arm's length basis. Therefore the approval of the shareholders is being sought in compliance of Regulation 23 of listing agreement for a period One year w.e.f. 1st April, 2017.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 is furnished hereunder:

S.No	Particulars	(₹ in Crores)
A	Availing or rendering of services with Solix Technologies Inc., USA & Siti Corporation Inc., USA	20 Per Annum
B	Leasing of Property from or to of any kind with Mrs. G. P. Premalata	0.5 Per Annum

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Sai Gundavelli, Mrs. Veena Gundavelli, Mrs. Geetanjali Toopran and Mrs. G. P. Premalata are concerned or interested, financially or otherwise, in these Resolutions. Since this matter pertains to the transactions with related party as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the related parties shall be entitled to vote on this resolution.

All the documents relating to Item No.6 above will be available for inspection at the Registered office of the company.

The Board recommends Resolution set forth in Item No.6 for members' approval.

Item No. 7

As per the recommendation of the Nomination and Remuneration Committee, The Board of Directors at their meeting held on 29.05.2017 subject to the approval of Central Government and members of the company, given their consent for the reappointment of Mrs. Veena Gundavelli as Managing Director for a period of 5 years w.e.f. 29th May, 2017 to 28th May, 2017 without remuneration pursuant to the Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013.

Mrs. Veena Gundavelli has holds a Bachelor's Degree in Engineering from Osmania University and a Master's Degree from Santa Clara University, USA . She founded Emagia Corp. in 1998. She served as Chief Executive Officer and Vice President of Emagia Corp. Mrs. Veena Gundavelli has an extensive experience in the software industry and a strong business management background combined with solid technical expertise. She is a visionary and seasoned Entrepreneur. Prior to Emagia, she Co-founded Solix Technologies and served as its Vice President. Earlier, she has held several management and development roles at Cisco Systems, Canon Information systems and other companies.

Mrs. Veena Gundavelli is presently serving as Chairman and Director of Emagia Corporation. She serves as member of Board of Advisors of Star Analytics Inc., USA.

The below the information is being furnished in accordance with the Schedule V of Part II of Section II of the Companies Act, 2013.

I. General Information

S.No	Information Sought	Particulars																					
1.	Nature of Industry	The Company is engaged in IT and ITES and Software Development activities and investment into its related Companies.																					
2.	Date of Commencement of commercial production	The Company has started its operations soon after the completion of takeover. i.e. August 2001.																					
3.	Financial Performance of the Company.	(₹. Lakhs)																					
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>2016-17</th> <th>2015-16</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>593.89</td> <td>614.68</td> </tr> <tr> <td>Total Expenditure</td> <td>587.46</td> <td>604.82</td> </tr> <tr> <td>Profit Before Tax</td> <td>6.43</td> <td>9.86</td> </tr> <tr> <td>Paid up Equity Capital</td> <td>62.75</td> <td>62.75</td> </tr> <tr> <td>Reserves and Surplus</td> <td>840.22</td> <td>837.97</td> </tr> <tr> <td>Dividend Rate</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Particulars	2016-17	2015-16	Total Revenue	593.89	614.68	Total Expenditure	587.46	604.82	Profit Before Tax	6.43	9.86	Paid up Equity Capital	62.75	62.75	Reserves and Surplus	840.22	837.97	Dividend Rate	Nil	Nil
		Particulars	2016-17	2015-16																			
		Total Revenue	593.89	614.68																			
		Total Expenditure	587.46	604.82																			
		Profit Before Tax	6.43	9.86																			
		Paid up Equity Capital	62.75	62.75																			
Reserves and Surplus	840.22	837.97																					
Dividend Rate	Nil	Nil																					
4.	Export Performance and Foreign Exchange Collaboration.	₹. 590.35 Lakhs																					
5.	Net F/E(Gain/Loss).	₹. 589.24 Lakhs																					

II. Information about appointee

S.No	Information Sought	Particulars
1.	Background details	The background detail of Mrs. Veena Gundavelli is given in Explanatory Statement.
2.	Past Remuneration, recognition of awards and her suitability	Nil. Mrs. Veena Gundavelli has rich experience and deep knowledge in the field of IT & ITES product development & services industry and has immensely contributed to the growth of the Company by her incisive and broad based knowledge.
3.	Remuneration Proposed	Nil

4.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Mrs. Veena Gundavelli is serving on the Board of the Company since 2010. She has streamlined the business process and operation of the company and has been a strategic management persona. Her skill set and her experience places her in the Company at par with similar positions on other companies of comparable size and nature.
5.	Pecuniary relationship directly or indirectly with Company, or relationship with the managerial personnel, if any	Mrs. Veena Gundavelli is a Promoter Director and Managing Director of the Company. Mr. Sai Gundavelli, Director and Mrs. Geetanjali, Director & CFO are her relatives.

III. Other Information

S.No	Information Sought	Particulars
1.	Reason for Loss, Steps taken or proposed to be taken for improvement, Background details and expected increase in productivity and profits in measurable terms	The Company is a profit making company and there are no losses or Inadequate profits during the year under review.

IV. Disclosures

The company disclosed the details of elements of remuneration of all the Directors, fixed component and performance linked incentives along with performance criteria, service contracts, notice period, severance fees and stock option details, if any, and whether issued at discount and other related disclosures under the head "Corporate Governance" in the Director's Report attached with the Financial Statements.

Pursuant to Section 197 read with Schedule V of the Company Act 2013, the appointment of Managing Director approved by the Board of Director is subject to the approval of members by a resolution at the general meeting. Hence the Board recommends the approval of members by way of passing the Special Resolution.

Mrs. Veena Gundavelli is concerned or interested in the Resolution. Mr. Sai Gundavelli and Mrs. Geetanjali Toopran being relatives of Mrs. Veena Gundavelli are deemed to be concerned or interested in the Resolution. No other Director or Key Managerial of the company and their relatives concerned or interested either directly or indirectly, financially or otherwise in the above Resolution.

All the documents relating to Item No.7 above will be available for inspection at the registered office of the company. The Board recommends Resolution set forth in Item No.7 to be passed as a Special Resolution.

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
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Fax No.: 040-2717 3240
E-Mail: investor_relations@technvision.com
Date: 28th July, 2017

**By order of the Board of Directors
of TechNvision Ventures Ltd.,**

sd/-
D. Santosh Kumar
Company Secretary
M.No. ACS.31332

ANNEXURE TO THE NOTICE

Particulars of Directors seeking appointment/re-appointment at the ensuing AGM. (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mrs. Veena Gundavelli	Mrs. Geetanjali Toopran	Dr. Ananda Prabhu Valaboju Kesari
Date of Birth and Age	03.05.1969 & 48	24.08.1966 & 51	14.05.1955 & 62
Date of Appointment on Board	11.02.2001	26.02.2013	28.07.2017
Qualifications	Post-Graduation from Santa Clara University, USA.	M.A. (Public Administration)	Post-Graduation
Expertise in specific functional areas	<p>Mrs. Veena Gundavelli has extensive experience in the software industry. She comes with a strong business management background. Before getting elevated to her current position, Mrs. Veena Gundavelli served as the Vice President at Solix. She founded Emagia Corp. in 1998 and serving as its Executive Officer and President. In a career spanning nearly two decades, Mrs. Veena Gundavelli held several eminent positions at Cisco Systems, Canon Information Systems, among other companies. Besides TechN Vision, Mrs. Veena Gundavelli serves as a board member on Emagia Corp., and Star Analytics Inc.</p>	<p>Mrs. Geetanjali Toopran brings with her a vast experience for almost two decades leading various capacities which include operation, support and finance positions in the Company and she has rich experience and deep knowledge in various departments in the Company and has immensely contributed to the growth of the Company by her incisive and broad based knowledge. She has led the Company from Administrative prospects and has propelled its growth. She has streamlined the business process operations of the Company and has been a strategic management persona.</p>	<p>Dr. Ananda Prabhu Valaboju Kesari (aged 63 years) is a well known academician. He actively participated in Lions Club International, National Council for Rural Institutions, Council for culture and Training, Government of India. He holds triple post-graduation from Andhra University, Osmania University and University of English and Foreign Languages. He also had a diploma in post-graduation in teaching English and Doctorate of Philosophy. He participated in many Literal Spiritual and social conferences in various parts the country.</p> <p>Dr. Ananda Prabhu Valaboju Kesari has been serving as Organizer in the Chinmaya Spiritual Science Academy for the past 46 years and now as the Chief Secretary for the past 16 years. He was honored by Late Sri A.P.J. Abdul Kalam, ex-President of India and Sri. E.S.L. Narasimhan, Governor of A.P. The International Institute of Education and Management has conferred him with the title of "RASHTRIYA VIDYA SARASWATHI" for his outstanding contribution in the field of Education and Service.</p>

List of Directorship Membership/ Chairmanship of Committees of other Board	Tiebeam Technologies India Private Limited - Director	Nil	Nil
Number of Board Meetings attended during the year	2	6	N.A.
Number of shares held in the Company	Nil	23000	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Spouse of Mr. Sai Gundavelli, Promoter Director of the Company.	Sister of Mr. Sai Gundavelli, Promoter Director of the Company.	Nil

Registered Office:

1486 (12-13-522), Lane No. 13, Street No. 14,
Tarnaka, Secunderabad - 500 017.
Telangana, India

CIN: L51900TG1980PLC054066

Phone Nos.: 040-2717 0822, 27175157, 27177951,

Fax No.: 040-2717 3240

E-Mail: investor_relations@technvision.com

Date: 28th July, 2017

**By order of the Board of Directors
of TechNvision Ventures Ltd.,**

sd/-

**D. Santosh Kumar
Company Secretary
M.No. ACS.31332**

TECHNVISION VENTURES LIMITED
CIN: L51900TG1980PLC054066

Registered Office: 1486 (12-13-522), Lane No. 13, Street No. 14, Tarnaka,
Secunderabad - 500 017, Telangana, India.

PROXY FORM

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/DP ID/Client ID	
I/We, being member(s) of Technvision Ventures Limited holding _____ shares of the above named company, hereby appoint	

1	Name	
	Address	
	E-Mail ID	
	Signature	

or failing him/her

2	Name	
	Address	
	E-Mail ID	
	Signature	

or failing him/her

3	Name	
	Address	
	E-Mail ID	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company being held on Thursday, the 28th Day of September, 2017 at 10.00 A..M. at at Hotel Blue Orchid, Hall No.1, 11nd Floor, Habsiguda Cross Roads, Hyderabad – 500 007, India. and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional see Note. 2) (Please mention No of Shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2017 and Profit and Loss Account for the year ended as on that date along with the schedules and notes appended thereto and reports of the Directors and Auditors thereon.			
2	Appointment of Mrs. Veena Gundavelli (DIN: 00197010) as a Director of the Company.			
3	Appointment of Mrs. Geetanjali Toopran (DIN No.01498741) as a Director of the Company			
4	Appointment of M/s. Ayyadevara & Co., Chartered Accountants, (ICAI FRN. 000278S) Hyderabad as Statutory Auditors and fix their remuneration			
Special Business				
5	Appointment of Dr. Ananda Prabhu Valaboju Kesari as Independent Director of the Company			
6	Approval of Related Party Transactions			
7	Reappointment of Mrs. Veena Gundavelli as Managing Director of the Company.			

Signed on this ----- day of -----, 2017

Affix
Revenue Stamp

Signature of the Share Holder

Signature of Proxy Holder(s)

Notes:

1. This form in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before 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 deem appropriate.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution Authorising their representatives to attend and vote on their behalf at the Meeting.
4. A proxy need not be a member of the Company.

TECHNVISION VENTURES LIMITED
CIN: L51900TG1980PLC054066

Registered Office: 1486 (12-13-522), Lane No. 13, Street No. 14, Tarnaka,
Secunderabad - 500 017, Telangana, India.

Please fill this Attendance slip and hand it over at the entrance of the Meeting Hall. Please also bring your copy of Annual Report.

37th ANNUAL GENERAL MEETING – ATTENDANCE SLIP

DP ID	
Client ID	

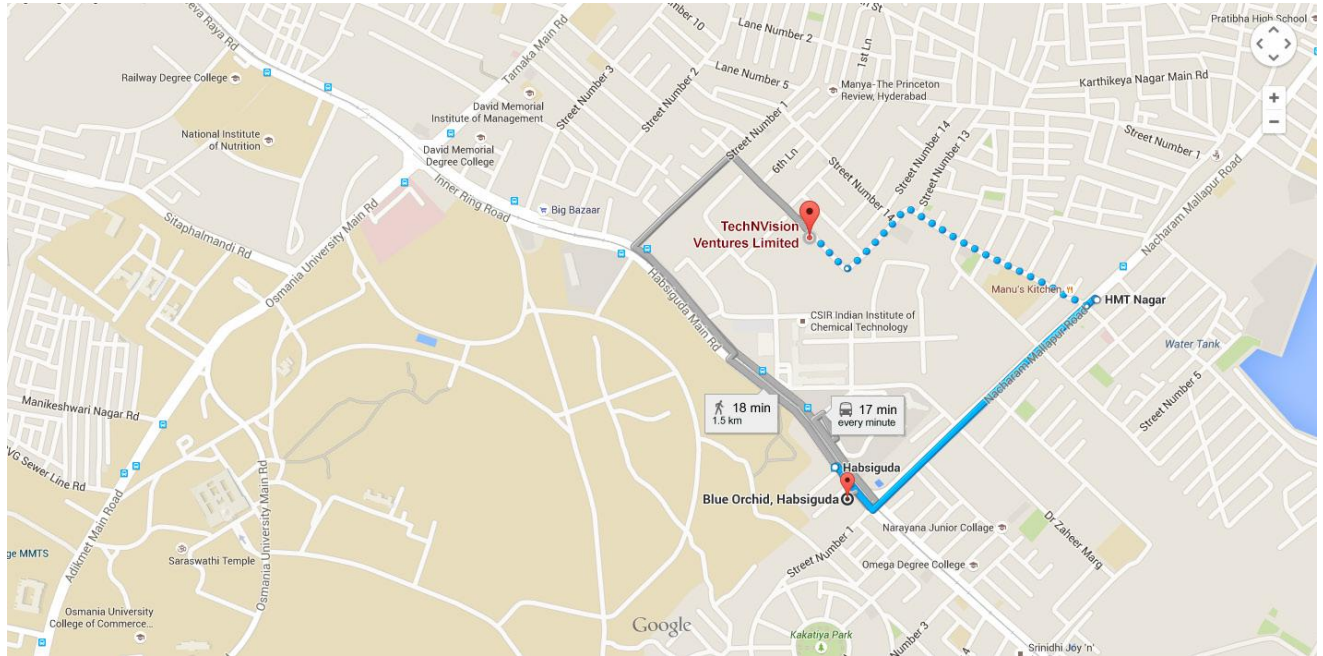
Folio No	
No of Shares	

I hereby record my presence at the 37th Annual General Meeting of the Company held on 28th September, 2017 at 10.00 AM at Hotel Blue Orchid, Hall No.1, IInd Floor, Habsiguda Cross Roads, Hyderabad – 500 007.

Name of the Member/ Proxy (in Block Letters)

Signature of Member/Proxy

ROUTE MAP FOR VENUE OF AGM



- 6:55 PM** ○ TechN Vision Ventures Limited, 12-13-522, St-14 Sai Nilayam, Tarnaka, Tarnaka
 Hyderabad, Telangana 500017

 - 🚶 Walk
 About 11 min , 850 m
 Use caution - may involve errors or sections not suited for walking
 - ↑ Walk south-east towards Street Number 14 120 m
 - ↑ Continue onto Street Number 14
 📍 Pass by E-Seva (on the right in 400 m) 700 m
 - ↶ Turn left onto Nacharam Mallapur Rd
 📍 Destination will be on the right 28 m
- 7:06 PM** ○ **HMT Nagar**

 - 🚌 **250S** towards Secunderabad
 1 min (non-stop)
 Service run by TSRTC
- 7:07 PM** ○ **Habsiguda**

 - 🚶 Walk
 About 1 min , 80 m
 Use caution - may involve errors or sections not suited for walking
 - ↑ Walk south-east on Habsiguda Main Rd/Inner Ring Rd towards Nacharam Mallapur Rd/Street Number 1
 📍 Destination will be on the right 80 m
- 7:08 PM** ○ **Blue Orchid, Habsiguda**
 Habsiguda Main Rd, Professors Quarters, Habsiguda, Hyderabad, Telangana 500007