

Ref: TVL/BSE/2018-19/17

Date: 29.09.2018

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

Dear Sir,

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

Ref: Scrip Code: 501421

With reference to above cited subject, please find herewith the revised proceedings as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

For Technvision Ventures Limited

*D. Santosh Kumar*

Santosh Kumar Diddiga  
Company Secretary & Compliance Officer



Encl: As above

**PROCEEDINGS OF THE 38<sup>th</sup> ANNUAL GENERAL MEETING OF TECHNVISION VENTURES LIMITED  
HELD ON FRIDAY, 28<sup>th</sup> DAY OF SEPTEMBER, 2018 AT 03.00 P.M. AT "HOTEL BLUE ORCHID, HALL  
NO.1, II<sup>ND</sup> FLOOR, HABSIGUDA X ROADS, HYDERABAD – 5000 07.**

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**CHAIRPERSON:** Mrs. Geetanjali Toopran

**MEMBERS PRESENT:**

In person: 30

In proxy: 10

**DIRECTORS PRESENT:**

Mrs. Geetanjali Toopran, Chairperson

QUORUM(required): 05

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

**CHAIRPERSON'S SPEECH:**

The Chairperson gave an overview on the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2018 and its future outlook.

Further the Chairperson informed the members present at the meeting that Mr. Venugopala Chary, Chairman of the Audit Committee could not able to attend the meeting due to unavoidable reasons.

**NOTICE:**

The Notice dated 27<sup>th</sup> July, 2018, convening the 38<sup>th</sup> Annual General Meeting of the Company, Board's Report and the Annual Accounts were taken as read with the consent of the Members present.

**AUDITORS' REPORT:**

Mr. Raghava, Representative of M/s. Ayyadevera & Co., Chartered Accountants, the Statutory Auditors of the Company with the permission of the shareholders was taken the Audit Report as read.



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

The Chairperson informed the Members that pursuant to the provisions of Sec.108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has extended e-Voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting of the Company. The e-Voting commenced on Monday, the 24<sup>th</sup> Day of September, 2018 at 9.00 A.M. and ended on Thursday, the 27<sup>th</sup> Day of September, 2018 at 5:00 p.m. M/s. Harinath Akshitha & Co, Practicing Company Secretaries was appointed as the Scrutinizer by the Board for scrutinizing the remote e-Voting process.

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

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

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

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

**Item No. 1:**

**Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and the Auditors thereon was put to vote by Poll for passing the following resolution:**



"RESOLVED THAT the Financial Statement as on 31<sup>st</sup> March, 2018 together with notes appended thereto along with the report of the Board' and Auditors of the Company be and is hereby considered, adopted and approved."

Since the Chairperson of the meeting interested in the following matter, Mrs. Geetanjali Toopran requested the members to take over the chair due to non-availability of other Board members. As per the request of the Mrs. Geetanjali Toopran, members present at the meeting elected Mr. P.S. Somayajulu as Chairman after that he took the chair and conducted the meeting.

**Item No.2:**

**Ordinary Resolution to appoint a Director in place of Mr. Sai Gundavelli(DIN: 00178777), who retires by rotation and being eligible, offers himself for re-appointment was put to vote by Poll for passing the following resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, contained under the Companies Act, 2013 Mr. Sai Gundavelli (DIN: 00178777) be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

**Item No.3:**

**Special Resolution to approve the Related Party Transactions was put to vote by Poll for passing the following 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 2018 for a period of 1 year in ordinary course of business:

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



**Item No.4:**

**Special Resolution for the appointment of Mrs. Geetanjali Toopran as Whole Time Director of the Company was put to vote by Poll for passing the following resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196,197 & 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 the members in the General Meeting 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 Nomination and Remuneration Committee, the consent of the Board be and is hereby accorded for the appointment of Mrs. Geetanjali Toopran as Whole Time Director of the Company for a Period of 5 years from 14th February, 2018 to 13th February, 2023 at a remuneration as approved and recommended by Nomination and Remuneration Committee for a Period of 3 years i.e. up to 13th February, 2021.

**Period of Appointment:** 5 (Five) Years from 14th February, 2018 to 13th February, 2023.

**Period of Salary:** The salary of Mrs. Geetanjali Toopran shall be Rs. 48,070/- p.m. commencing from 14th February, 2018 to 13th February, 2021 subject to the maximum increase of 20% in a Year.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Whole Time Director, if the company has no profits or its profits are inadequate, the company shall pay her remuneration by way of salary and perquisites not exceeding the limits as prescribed under Schedule V of the Companies Act, 2013 as amended from time to time.

After putting the above resolution to members of the Company, Mr. P.S. Somayajulu requested Mrs. Geetanjali Toopran to take over the chair subsequently Mrs. Geetanjali Toopran accepted it and continued the proceedings of the meeting.



**Item No.5:**

**Special Resolution for the continuity of Mr. G.R. Venugopala Chary as Independent Director was put to vote by Poll for passing the following resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. G. R. Venugopala Chary (DIN: 01291564) as Independent Director of the Company, who will be above the age of 75 (Seventy Five) years as on 1 April 2019 for the remaining period of his existing term of Directorship as Independent Director of the Company and whose appointment has been duly approved by the members of the Company.

The Chairperson requested the Members to put their vote in the Ballot Box before leaving.

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

**VOTE OF THANKS:**

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

The Chairperson then declared that the Meeting as concluded at 03.35 P.M.

**For Technvision Ventures Limited**

*D. Santosh Kumar*

**Santosh Kumar Diddiga  
Company Secretary**

