

TRANSCRIPT OF THE 14TH ANNUAL GENERAL MEETING (“AGM”) OF TV VISION LIMITED HELD ON SATURDAY, SEPTEMBER 18, 2021 AT 3.45 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY

The meeting commenced at 3.45 p.m.

Mr. Markand Adhikari, Chairman and Managing Director, Dr. Ganesh P Raut, Mr. Umakanth Bhyravajoshiyulu, Mr. M Soundara Pandian, Independent Directors, Mr. Santosh Thotam, Chief Financial Officer, Mr. Kailasnath Adhikari, Business head and Mrs. Shilpa Jain, Company Secretary & Compliance Officer, had joined the meeting through VC.

Representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizers also attended the meeting through VC. Mr. Markand Adhikari, Chairman and Managing Director of the Company, chaired the meeting.

Ms. Shilpa Jain, Company Secretary & Compliance Officer highlighted certain points as meeting was conducted through VC/OAVM as follows:

- The registered office of the Company situated at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053, shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be made and recorded from here only.
- The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests at cs@tvvision.in.
- As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.
- The Company has received requests from a few members to register them as speakers at the meeting. We shall be allowing them to speak once the Chairman directs the same.
- As the meeting is convened through VC today, resolutions have already been put to vote through remote e-voting and the requirement to propose and second is not applicable. Thereafter, she handed over the proceedings to the Chairman of the Company.

Total 49 (Forty Nine) members were present through Video Conference at the AGM.

Mr. Kailasnath Adhikari, Business head informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Mr. Kailasnath Adhikari, Business head introduced all the Directors and Key Managerial Personnel present at the meeting through VC/OAVM. He informed that the Company



received 06 (Six) Authorized Representations from Bodies Corporates under Section 113 respectively of the Companies Act, 2013 (“the Act”) in respect of 68,08,109 only Equity shares representing (19.48%) of the paid up capital of the Company. Thereafter, he briefed the business highlights of the Company during the financial year 2020-21.

Thereafter, Ms. Shilpa Jain, Company Secretary of the Company informed the Members that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for electronic voting system (remote e-voting or voting at AGM) and participation in the AGM through VC / OAVM facility. She also informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting. Further, the Company Secretary informed that the Board of Directors had appointed M/s. Manish Ghia & Associates, Company Secretaries (FCS 6252), Mumbai as the Scrutinizer to scrutinize the e-voting process and e-voting during the AGM, in a fair and transparent manner.

Thereafter, Mr. Kailasnath Adhikari, business head informed that the Notice of the 14th AGM and the Annual Report containing the Audited Financial Statements (including consolidated) of the Company for the financial year ended March 31, 2021, together with the Boards’ Report and Auditors’ Report thereon along with relevant Notes to Financial Statements were to be taken as read as the same had already been circulated to the members.

He informed that since there are no qualifications, observations or adverse comments on the financial statements and matters, which had any material bearing on the functioning of the Company, reports of the Auditors were taken as read. The observations along with reply of the Board of Directors was provided in the Boards’ report of the Company.

Further, the material observation in the Secretarial Auditors’ Report were read by the Chairman along with its reply and attention of the members was drawn to the Boards’ Report wherein the all the observations/qualifications are replied suitably.

Then the Meeting was taken ahead to the Agenda items as appended in the Notice of the said AGM.

Item No.	Agenda Items	Type of Resolution
Ordinary Business:		
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a Director in place of Mrs. Latasha Laxman Jadhav (DIN: 08141498), Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment	Ordinary



Special Business:		
3.	Appointment of Mr. Pritesh Rajgor (DIN: 07237198) as an Independent Director of the Company.	Ordinary

Thereafter, Mr. Kailasnath Adhikari informed that he was interested party for the next two agenda items and hence, he requested to Umakanth Bhyravajoshiyulu, Independent Director to take the Chair and continue with the proceedings of the meeting.

Special Business:		
4.	Issue of Equity Shares on Preferential Basis	Special
5.	Issue of Convertible Warrants on Preferential Basis	Special

Thereafter, Mr. Umakanth Bhyravajoshiyulu, Independent Director of the Company requested to Mr. Markand Adhikari to resume the Chair and handed over the proceedings to Mr. Kailasnath Adhikari.

6.	Authority to Board of Directors to Create, Offer, Issue, Allot further Securities of the Company	Special
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After the above resolutions were being briefed and deemed to be read, the Company Secretary then took over the proceedings and invited members who have registered themselves as speakers to ask questions.

On the invitation, the registered speaker addressed the meeting through VC/ OAVM and sought clarification on the Company's business and the saving done by the Company by having the meeting through Video Conferencing instead of physical meeting.

Mr. Kailasnath Adhikari responded to the queries of the members and provided clarifications and instructed the Company Secretary to mail the saving details to shareholder who asked for the same.

Thereafter, the Company Secretary announced that the voting on the NSDL platform will continue to be available for the next 15 minutes from the conclusion of the AGM. Therefore, members who had not cast their vote were requested to do so.

Further, the Company Secretary informed that the voting results shall be announced within 2 working days of the conclusion of the Meeting. The same shall be intimated to Stock exchanges and also be placed on the website of the Company and NSDL.

Thereafter, the Chairman concluded the meeting at 4.38 p.m. and Mr. M Soundara Pandian, Independent Director gave a vote of thanks to the Chair.