



TV VISION LTD

A SRI ADHIKARI BROTHERS ENTERPRISE

May 30, 2023

To

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

**The Manager,
National Stock Exchange of India
Limited,**
Exchange Plaza, Bandra Kurla
Complex, Mumbai- 400 051
Symbol: TVVISION

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023

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, 2023.

Kindly take the above in your record.

Thanking you,
Yours faithfully,

For **TV Vision Limited**

Shilpa

Ketan Jain

Digitally signed
by Shilpa Ketan
Jain
Date: 2023.05.30
18:50:28 +05'30'

**Shilpa Jain
Company Secretary & Compliance Officer
ACS: 24978**

Encl.: A/a

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Shweta Mundra & Associates

Practicing Company Secretaries

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

Secretarial Compliance Report

of TV Vision Limited for the year ended 31st March, 2023

[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 have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by TV VISION LIMITED [having Corporate Identification Number L64200MH2007PLC172707 and whose equity shares are listed at BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') with Scrip Code/Symbol of "540083" and "TVVISION" respectively) ("the listed entity"), having its Registered Office at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri(West), Mumbai MH 400053.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 ('BSE') and National Stock Exchange of India Limited ('NSE') 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 SHWETA MUNDRA & ASSOCIATES

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for the year ended 31st March 2023 ("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;

Based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/N/A)	Observations/Remarks by PCS*
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1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Done
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Done
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	Done.
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None of the Director stands disqualified.
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	None of the subsidiaries are material subsidiary as there is no revenue in any of the subsidiaries

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6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Done
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	No	Done
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	Done
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Done
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The Company has complied with Regulation 3(5) and 3(6).
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p>	Yes	SEBI has passed an Adjudication order dated March 31, 2023 in the said matter imposing a penalty on TV Vision Limited under Section 15HB of Securities and

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		<p>Exchange Board of India Act, 1992 under Regulation 30 (6) of SEBI (LODR) Regulations, 2015 & Clause 1 and 4 of Schedule A read with Regulation 8(1) of SEBI PIT regulations 2015.</p> <p>The Adjudication order dated March 31, 2023 was also passed against Mr. Markand Adhikari, Chairman & Managing Director of the Company under Section 15G and Section 23H of Securities Contract (Regulation) Act, 1956 for violation of Section 12A (e) of SEBI Act, 1992, Regulation 3(1) of SEBI (Prohibition of Insider Trading) Regulation 4(2) (f) (8) of SEBI (LODR) Regulations, 2015.</p>
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For SHWETA MUNDRA & ASSOCIATES



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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	No
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Observations:

1. The Company has terminated the services of Mr. Manav Dhanda as Chief Executive Officer of the Company with immediate effect.
2. We have observed some resubmission on the stock exchanges either after email received from Stock exchanges or Suo-moto.
3. Certificate under Regulation 17(8) of LODR- the CEO and the CFO to provide Compliance Certificate on financial statements to Board. In absence of CEO, instead of CEO, Chairman and MD has signed the said certificate. However, this can be signed by others holding powers of CEO/CFO regardless of their designations.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There is no Resignation of the Auditor during the review period.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There is no Resignation of the Auditor during the review period.

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	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There is no Resignation of the Auditor during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There is no Resignation of the Auditor during the review period.

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

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Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action: Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(8) read with SCHEDULE II Part B termination of the CEO of the Company.	17(8) read with SCHEDULE II Part B	Termination of CEO	BOD	NA	The Company has terminated the services of the CEO of the Company wef 2 nd August, 2022.	Nil	The CEO has been terminated so the certificate under Regulation 17(8) is signed by Mr. Markand Adhikari, MD of the Company and Mr. Santosh Thotam, CFO of the Company.	CEO/CFO	-
2	Initiation of adjudication proceeding against the Company and the MD & Chairman	Sec. 15HB of SEBI Act, 1992/ Sec 15G and Sec 23 H of SCRA 1956	Allegation of violation of the said compliance	SEBI	Adjudication order	PI check below **	Nil	The Company was in receipt of the adjudication order and has paid the penalty imposed on it.	Company has paid the Penalty imposed on the Company.	-

** SEBI has passed an Adjudication order dated March 31, 2023 in the said matter imposing a penalty on TV Vision Limited under Section 15HB of Securities and Exchange Board of India Act, 1992 under Regulation 30

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(6) of SEBI (LODR) Regulations, 2015 & Clause 1 and 4 of Schedule A read with Regulation 8(1) of SEBI PIT regulations 2015.

The Adjudication order dated March 31, 2023 was also passed against Mr. Markand Adhikari, Chairman & Managing Director of the Company under Section 15G and Section 23H of Securities Contract (Regulation) Act, 1956 for violation of Section 12A (e) of SEBI Act, 1992, Regulation 3(1) of SEBI (Prohibition of Insider Trading) Regulation 4(2) (f) (8) of SEBI (LODR) Regulations, 2015.

(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 18(3) part B (4) of LODR	The Audit Committee shall mandatorily review the internal audit reports relating to internal control weaknesses.	The Company has not appointed the Internal Auditor as mandatory for Listed Entities u/s 138 of the Companies Act, 2013 for the period from April 01, 2021 to August 10, 2021. Therefore, The Audit Committee could not review the internal audit report for quarter ended June 2021.	The Company has appointed the internal auditor as on August 11, 2021 and Audit Committee of the Company has reviewed the internal audit report for further quarters.	Rectification of the deviation.	The Company has not appointed the Internal Auditor as mandatory for Listed Entities u/s 138 of the Companies Act, 2013 for the period from April 01, 2021 to August 10, 2021. Therefore, The Audit Committee could not review the internal audit report for quarter ended June 2021.	Nil	The Company has taken the reactive steps for the correction of the deviation in the earlier reporting period itself.	The Company has appointed the internal auditor w.e.f. August 11, 2021. And Internal Audit report is reviewed by Audit committee.	Rectified the error

For SHWETA MUNDRA & ASSOCIATES

(Signature)

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2023
Place: Mumbai

For Shweta Mundra & Associates

Shweta Mundra .

CS Shweta Mundra
ACS/ No.: A38115
CP No. : 15387
UDIN : A038115E000425029

For SHWETA MUNDRA & ASSOCIATES

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