

DYNAVISION LIMITED

42nd Annual Report

2016 - 2017

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DYNAVISION LIMITED

Regd. Office: 3rd Floor, Jhaver Plaza, No.1A, Nungambakkam High Road, Chennai-600 034

CIN: L32301TN1973PLC006439

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Forty- Second Annual General Meeting of the Company will be held on Wednesday, the 30th August 2017 at **ASHA NIVAS, No.9, Rutland Gate, 5th Street, Chennai- 600 006** at 10.30 a.m. to transact the following Business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts viz. the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri M.S.Meeramohideen (DIN:0001896) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

Appointment of Statutory Auditors.

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and pursuant to the recommendation of the audit committee of the Board of directors, M/s. R Subramanian & Company LLP, Chartered Accountant, (Firm Registration No 004137s/S200041) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 47th Annual General Meeting of the Company to be held in 2022, subject to ratification of the appointment by the members at every AGM and that the Board of Directors be and is hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

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

TO APPROVE THE LIMIT OF INVESTMENTS, LOANS & ADVANCES & GUARANTEES ETC.

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act 2013 and the Companies (Meeting of Board and its Powers) Rules 2014 and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (including any committee which the Board may have constituted or hereinafter constitute, to exercise the power conferred by this Resolution) in excess of the limits laid down under the aforesaid section, to :

- A) make investment and acquire by way of subscription or otherwise, securities of any other body corporate, including investment in any mutual fund or any other instrument, provided that the total amount of such investment outstanding at any time shall not exceed Rs.15,00,00,000/- (Rupees fifteen Crores).
- B) give loan to any person or body corporate or give guarantee or provide security in connection with loan to any person or body corporate provided that the aggregate amount of such loan and guarantee outstanding at any time shall not exceed Rs.15,00,00,000/- (Rupees fifteen Crores).

“RESOLVED FURTHER THAT the Board or the duly constituted committee thereof, be and is hereby authorized to decide and finalise the terms and conditions while making the investment, giving loan or guarantee or providing security within the aforesaid limits provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed Rs.15.00,00,000/- (Rupees fifteen Crores)”

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

REAPPOINTMENT OF MR. R. P. AGRAWAL AS WHOLE-TIME DIRECTOR

“RESOLVED THAT pursuant to Section 196 , 203 and other applicable provisions of Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 consent be and is hereby accorded for appointment of Shri R P Agrawal as Whole time Director of the Company for a further period of five years from 1st April 2017 on the remuneration and on such terms and conditions as set out in the explanatory statement accompanying the notice with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act 2013 or any amendment thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Shri R P Agrawal.”

Minimum Remuneration:

“RESOLVED FURTHER THAT in case of any inadequacy of profit or loss in any financial year, the above remuneration will be the minimum remuneration payable to Mr. R P Agrawal.

Place: Chennai
Date: 22.05.2017

By Order of the Board of Directors
R.P.AGRawal
Whole Time Director
DIN-05253615

NOTES:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- III. Members would be entitled to inspect the proxies lodged; at any time during the business hours of the Company, provided not less than three days written notice is given to the Company in advance.
- IV. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
- V. **Voting through electronic means:**
 - i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 200 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

- iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on 27th August 2017 (9:00 am) and ends on 29th August 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd August 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. '
 - (vii) Select "EVEN" of "Dynavision Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

REVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nganeshacs@gmail.com. copy marked to evoting@nsdl.co.in
- vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- vii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- viii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd August 2017.
- x) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares

as of the cut-off date i.e 23rd August 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

- xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through polling paper.
- xii) **Mr.N.Ganesh**, an Independent Company Secretary, (Membership No.15541) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the physical voting process at the AGM in a fair and transparent manner.
- xiii) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48hrs of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dynavision.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- xvi) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- xvii) The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Wednesday, the 23rd August 2017 to Wednesday, the 30th August 2017 (Both days inclusive)
- xviii) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. **M/s. Integrated Registry Management Services Pvt Ltd., 2nd floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 Tamilnadu, India**, quoting their Folio number(s).
- xix) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- xx) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- xxi) The facility for voting, through polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- xxii) The annual report of the Company circulated to the Members of the Company, shall also be available on the Company's website at www.dynavision.in
- xxiii) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- xxiv) The documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting.
- xxv) Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.

xxvi) The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under

Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2017 would be dispatched.

xxvii) **DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Particulars	Mr.M S MEERAMOHIDEEN Whole time Director
Date of Birth	03.08.1952
Date of Appointment	28.04.2000
Qualifications	B.E from Madras University
Expertise in specific functional are as	40 years working experience
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Nil
Chairmanships/Directorship of Committees of other Public Companies	Nil
i. Audit Committee	Nil
ii. Stake holders Relationship Committee.	Nil
iii. Nomination and Remuneration Committee	Nil
Number of Shares held in the Company	Nil

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013

Item No.3 Appointment of Statutory Auditor

Pursuant to Section 139 of the Companies Act 2013, the term of present Auditors M/s. P. Chandrasekar, Chartered Accountants shall expire at the conclusion of the ensuing Annual General Meeting, hence subject to the approval of the members in General Meeting, the Board of Directors in its meeting held on 22nd May 2017, have taken note of the letter received from a shareholder proposing the name of M/s. R Subramanian & Co, LLP, Chartered Accountant (Firm Registration No.004137s/S200041) as the new Auditors of the Company from the financial year 2017-18 for the period of five years and the same has been put before the shareholders for approval.

The new auditor if appointed at the ensuing Annual General Meeting shall continue from the conclusion of this meeting till the 47th Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting.

The resolution is placed as item No.3 as Special Resolution.

None of the Directors or Key Managerial Personnel is interested in the resolution.

Item No.4 Loan and Investment Limits

Presently though the Company is having profits every year, due to the accumulated losses the net worth of the Company has still not become positive for the purpose of considering any investment and loans. Section 186 (2c) of the Companies Act 2013, provides that "No Company shall directly or indirectly acquire by way of Subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid up capital, free reserve and securities premium account or one hundred percent of its free reserve and securities premium account, whichever is more".

The Board of Directors since intends to make loan and investments in excess of the above, hence this resolution, placed at item No.4 as Special Resolution.

None of the Directors or Key Managerial Personnel are interested in the resolution.

Item No.5: Re-appointment of Mr. R P Agrawal as whole time Director

Mr.R.P. Agrawal was appointed whole time director at the Board meeting held on 28th March, 2012 for the period of five years effective from 1st April 2012 and accordingly the tenure of his appointment has ended on 31st March, 2017.

The Board at their meeting held on 22.05.2017, after considering his rich experience and knowledge and based on the recommendation of the Nomination & Remuneration Committee thought it fit to continue his services in the interest of the Company and hence it is proposed his re-appointment as Whole Time Director for further period of five years effective from 01.04.2017 on the following terms and conditions:

Salary	Rs. 45,450/- per month.
Perquisites:	In addition to salary, perquisites are allowed as follows.
Telephone Expenses:	Residential phone bill for the official calls made including rental will be reimbursed by the Company, subject to maximum of Rs.10,000/- per annum.
Medical Expenses:	Expenses incurred for self and family subject to a ceiling of one month's basic salary in each year or three months basic salary in a block of three years will be reimbursed by the Company.
Leave Travel Allowance:	For self and family subject to ceiling of one month's basic salary in each year will be reimbursed by the Company. "Family" means wife, dependent children and dependent parents.
Car:	Mr. R.P.Agrawal shall be entitled to a car with driver, running expenses and maintenance etc. for his official use, which is not considered as perquisite.
Sitting fee:	Mr. R.P.Agrawal is also entitled to get sitting fee to attend Board and its Committee Meetings as per Company's rule.
Bonus:	Mr. R.P.Agrawal is also entitled to get bonus as per Company's rule.
Gratuity:	Gratuity payable shall be equal to half month's salary for each completed year of service, as per Company's rule.
Annual Increment:	Mr. R.P.Agrawal is also entitled to get annual increment as and when decided by the Board within the limit specified in Schedule V of section 197 of the Companies Act 2013.

xxviii) DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr.R.P.Agrawal
Date of Birth	10.02.1948
Date of Appointment	31.03.2012
Qualifications	B.Com from Calcutta University(West Bengal)
Expertise in specific functional are as	Rich experience in Accounts and Finance
Chairmanships/ Directorship of other Companies	
i) Audit Committee	Nil
ii) Stake holders Relationship Committee	Nil
iii) Nomination and Remuneration Committee	Nil
Number of Shares held in the Company	Nil

Except Mr. R P Agrawal, none of the Directors / KMP are interested in the resolution.

Board recommend to pass the resolution placed at item No.5 as Special resolution.

Place: Chennai
Date: 22.05.2017

By Order of the Board of Directors
R.P.AGRAWAL
Whole Time Director
DIN-05253615

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Forty Second Annual Report of Dynavision Limited along with the audited financial statements for the year ended March 31, 2017

FINANCIAL RESULTS

	Rs. in lakhs	Rs. in lakhs
	2016-2017	2015-2016
Profit/(Loss) before Interest and Depreciation	433.73	385.78
Add/Less: Interest	-	-
Profit before Depreciation	433.73	385.78
Add/Less: Depreciation	1.78	1.32
Profit/ (Loss) before Tax	431.95	384.46
Exceptional Item	37.57	-
Tax Expenses -	98.00	9.00
Transfer to Reserve	-	-
Profit / (Loss) carried over to Balance Sheet	371.52	375.46

PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY.

The Company during the year earned a sum of Rs.493.09 Lakhs, as lease rental income. The corresponding figure for the previous year was Rs.465.00 Lakhs. The net profit for the year has been Rs.371.52 Lakhs as compared to Rs.375.46 lakhs of the previous year.

At present, the earnings of the Company is through lease rent only. The Company is optimistic of taking up new business/ventures and widen its operations after wiping out the accumulated losses entirely.

During the year under review there is no change in the nature of activity of the Company.

DIVIDEND:

Considering the accumulated losses, your Board of Directors do not recommend any dividend to the Shareholders for the financial year ended 31.03.2017.

TRANSFER OF PROFIT TO RESERVES

The Company has not proposed to transfer any of its profits to reserves in view of the Carried forward losses.

MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**Events occurred during the current year**

The Company has income only from leasing of its property, and as per the lease agreement dated 4.5.2012 the lessee M/s. Apollo Hospital Enterprises Ltd were allowed constructing its hospital building. For the said purpose during the current year, as per the statutory requirement of Open Space Reserve Area, 1062 sq. mts. of land has been given to the State Government Authorities vide OSR Deed dated 17.04.2017.

The Company has been receiving rent over the property including the OSR area from the Lessee as per the lease agreement and for the purpose of allowing the lessee to construct the building therein, approval of the shareholders were taken earlier through postal ballot.

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There have been no loan, guarantees and investment given or made by the Company under Section 186 of the Act 2013 during the financial year 2016 – 2017.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company doesn't have any subsidiaries, associates and joint venture companies.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The nature of business does not involve any Technology Absorption, and Conservation of Energy as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014. However, efforts to reduce and optimise the use of energy through improved operations and other means continue.

There is no Foreign Exchange Earnings and Outgo. Hence the details are not furnished in the report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**Retirement by Rotation**

In terms of Section 152 of the Companies Act 2013, Shri M S Meeramohideen, retires by rotation at the forthcoming AGM and is eligible for re-appointment. Shri M S Meeramohideen offered himself for re-appointment and shall continue till his term as the Whole time Director.

Brief profile of Mr. M S Meeramohideen is given in the Notice of forthcoming Annual General Meeting of the Company.

Reappointment of Whole time Director

The term of 5 years of Mr. R P Agrawal as Whole time Director ended on 31st March 2017 and it is proposed to reappoint him for further period of five years and this has been taken as item No.5 in the notice of the Annual General Meeting. Brief profile of Mr. R P Agrawal is given in the explanatory statement to the Notice of the AGM.

Independent Directors' Declaration

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation 2015 in respect of financial year ended 31st March 2017, which has been relied on by the Company and placed at the Board Meeting.

AUDITORS

M/s. P Chandrasekar, Statutory Auditors shall cease to be the Auditors of the Company at the ensuing Annual General Meeting, pursuant to the provisions of Companies Act 2013. The Board of Directors in its meeting took note of the consent letter received from M/s. R.Subramanian & Company LLP Chartered Accountants, (Firm Registration No.004137s/ S200041) as Auditors of the Company, that if appointed, they meet with the criteria of requirements. It is therefore proposed to appoint them for a period of five years subject to consent of members at the Annual General Meeting.

COMMENT ON STATUTORY AUDITOR'S REPORT

There are no qualifications, reservations, remarks or disclaimers made by M/s. P. Chandrasekar, Statutory Auditor, in their audit report .The Statutory Auditor have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2016-17.

SECRETARIAL AUDITOR

Pursuant to the requirements of Section 204 (1) of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Mr. S. Vasudevan, Practicing Company Secretary (Membership No. CP 15149) was appointed to conduct secretarial audit for the financial year 2016-17.

The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as Annexure I.

COMMENT ON SECRETARIAL AUDIT REPORT

There is no adverse comments from the Secretarial Auditor on the secretarial compliances during the year.

INTERNAL CONTROL AND ITS ADEQUACY

M/s R. Subramanian & Company LLP, Chartered Accountant (Firm Registration No.004137s/ S200041) was the internal auditors of the Company up to 31.03.2017. They regularly conduct audit and submit their quarterly reports relating to the FY 2016 - 2017, which were reviewed by the Audit Committee. The auditor also reported in his IFC report that the Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

CHANGE IN INTERNAL AUDITORS:

In view of resignation of M/s. R Subramanian & Company, LLP, Chartered Accountant, effective from financial year 2017-18, M/s. Karra & Company, Chartered Accountants have been appointed as the Internal Auditors of the Company.

RELATED PARTY TRANSACTIONS

During the year 2016 – 2017, the Company had not entered into any material transaction with related parties pursuant to the provisions of Section 188 of the Companies Act, 2013, except that, the Company has entered in to a rental agreement with a body corporate in which the promoter of your Company is interested. As per the requirements of AS 18, the detail of the same is given in the Notes on Accounts.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act,2013 (the "Act") is annexed herewith as Annexure –II to this report.

PERSONNEL

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, forms part of this Report as Annexure III.

The information of employees as per Rule 5(2) of the said Act for the year is “Nil”

RISK MANAGEMENT POLICY

The risk management is overseen by the Audit Committee of the Company on a continuous basis. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the Company website www.dynavision.in

DISCLOSURE ON SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Presently the total number of women employees are less than the statutory limit and hence the Company has not constituted a separate committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

However, the Company has zero tolerance for sexual harassment at work place.

During the financial year 2016-17, the Company has not received any sexual harassment complaints.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the Balance Sheet.

CORPORATE GOVERNANCE REPORT

Since your Company's paid up Equity capital, and Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of revised Clause under LODR Regulation 27 relating to Corporate Governance, vide SEBI circular number CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014 are not applicable to the Company.

NUMBER OF MEETINGS OF THE BOARD

5(five) Meetings of the Board of Directors of the Company were held during the year 2016-17, which were on 27.5.2016, 22.6.2016, 11.8.2016,

12.11.2016. and 7.2.2017. The maximum time gap between any two consecutive meetings did not exceed 120 days.

PERFORMANCE, EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance for the year ended 31.03.2017 and evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration of the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman of the Board and the Executive Directors was carried out by the Independent Directors.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the Company. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

As the activity in the Company is very limited, Company does not have a whistle blower policy framed at present. However, a full fledged policy shall be in place once the activity in the Company takes-off. Further, Directors and employees are having full access to the Audit Committee to report their genuine and serious concern if any they observe.

POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 of the Act are covered under the Board's policy formulated by the Company and is available on the Company website www.dynavision.in

BOARD COMPOSITION

The Board is well constituted with composition of two executive and three non-executive independent directors.

Category	Name of Director
Executive Directors	Mr.R.P.Agrawal Mr.M.S Meeramohideen
Independent Directors	Mrs.LakshmmiSubramanian Mr.N.Govindan Mr.J.Narayanamurty

Board Committees

The Board has constituted the following Committees.

- a) **Audit Committee**
- b) **Nomination & Remuneration Committee**
- c) **Stakeholders' Relationship Committee**

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company is not having profits more than Rs.5 Crores or net worth more than Rs.500 Crores or turn over of more than Rs.1000 Crores in the preceding three financial year and therefore

Constituting of a CSR Committee and its compliance in accordance with the provisions of Section 135 of the Act, does not arise.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, the Directors hereby confirm:

1. That in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. That they had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
3. That they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company.

Directors also take this opportunity to convey their thanks to all the valued shareholders of the Company and to the Bankers for their valuable services.

For and on behalf of the Board of Directors

R.P.AGRawal
Whole time Director
DIN: 05253615

M.S.MEERAMOHIDEEN
Whole time Director
DIN: 00001896

Place: Chennai 34
Date: 22.05.2017

Annexure I**SECRETARIAL AUDIT REPORT****For The Financial Year Ended On 31st March, 2017**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
DYNAVISION LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DYNAVISION LIMITED** (hereinafter called the company). Secretarial Audit 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 Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year 2016-2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - (d) The Listing Agreements entered into by the company with the Stock Exchanges, where the equity shares of the Company are listed;
 - (e) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (iv) Since Rental income is the only source of income for the Company at present, there are no laws/Regulations (as amended from time to time) which are specifically applicable to the Company based on their sector/industry;
- It is reported that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guide lines, standards, etc, mentioned above.
- We further report that there were no actions/ events in pursuance to the following Acts, which are not applicable for the Audit period;
- (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Requiring compliance thereof by the Company during the Financial Year under review.
- We further report that, in our opinion adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws like;
- i. The Shops and Establishments Act, 1953
 - ii. Employee's State Insurance Act, 1948
 - iii. The Payment of Gratuity Act, 1972
 - iv. The Payment of Bonus Act, 1965

- v. The Minimum Wages Act, 1948
- vi. The workmen's Compensation Act, 1923
- vii. The Tamil Nadu Industrial Establishments (National and Festival Holidays) Act, 1958
- viii. Employee's Provident Fund Act, 1952 with The Employees' deposit linked insurance Scheme, 1976 and The Employee Pension Scheme, 1995.

We further report that, the compliance by the Company of applicable finance laws like Direct and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory Financial Audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, no events have occurred during the year, which have a major bearing on the Company's affairs.

Place: Chennai
Date: 22.05.2017

S VASUDEVAN
ACS: 7803
CP No: 15149

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

"Annexure A"

To
The Members
DYNAVISION LIMITED
3rd Floor, Jhaver Plaza,
No.1A, Nungambakkam High Road,
Chennai – 600034

1. Maintenance of Secretarial record 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 and law, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of the 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 effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 22.05.2017

S VASUDEVAN
ACS: 7803
CP No: 15149

ANNEXURE-II**FORM MGT-9**

Extract of Annual Return as on the financial year ended on 31 March, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L32301TN1973PLC006439
ii)	Registration Date	24 September, 1973
iii)	Name of the Company	Dynavision Limited
iv)	Category/Sub-Category of the Company	Indian Non Government Company
v)	Address of the Registered office and contact details	Dynavision Limited, 3rd Floor, JHAVER PLAZA, No.1-A, Nungambakkam High Road, Chennai- 600 034 Tel.:044-28263651 • Fax: 044-42040995 email: dvl@dynavision.in investors@dynavision.in
vi)	Whether listed Company Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Integrated Registry Management Services Pvt Limited 2 nd Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 Telephone: 91 44 2814 0801 / 0802 / 0803 Fax: 91 44 28142479 Email: csdstd@integratedindia.in Website: www.integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl.No	Name and description of main products/services	NIC code of the product/service	% to total turnover of the Company
1.	Leasing Activity	99721121	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**IV. SHARE HOLDING PATTERN AS ON 31.03.2017**

Category of Shareholders	No. of Shares held at the beginning of the year on 31st March 2016				No. of Shares held at the end of the year on 31st March 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2110060	0	2110060	54.95	2110060	0	210060	54.95	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) BodiesCorp.	16360	0	16360	0.43	16360	0	16360	0.43	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	2126420	0	2126420	55.38	2126420	0	2126420	55.38	0

Category of Shareholders	No. of Shares held at the beginning of the year on 31st March 2016				No. of Shares held at the end of the year on 31st March 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs -Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2126420	0	2126420	55.38	2126420	0	2126420	55.38	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	1000	1000	0.03	0	1000	1000	0.03	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	1000	1000	0.03	0	1000	1000	0.03	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	31940	4882	36822	0.96	33570	3850	37420	0.97	0.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital up to Rs. 1 lakh	65266	1610442	1675708	43.64	127668	1547342	1675010	43.62	-0.02
c) Others (specify)	0	0	0	0	0	0	0	0	0
i) Clearing member	0	0	0	0	0	0	0	0	0
ii) Trust	0	0	0	0	0	0	0	0	0
iii) Foreign Nationals	0	0	0	0	0	0	0	0	0
iv) HUF	0	0	0	0	0	0	0	0	0
v) Non-Resident Indians	50	0	50	0	150	0	150	0	0
Sub-total (B)(2):-	97256	1615324	1712580	44.60	161388	1551192	1712580	44.59	-0.01
Total Public Shareholding (B)=(B)(1)+ (B)(2)	97256	1616324	1713580	44.62	161388	1552192	1713580	44.62	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2223676	1616324	3840000	100	2287808	1552192	3840000	100	0

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

ii) Share Holding of Promoters

SL. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Shri P.Vijayakumar Reddy	21,10,060	54.95	0	2110060	54.95	0	0
2.	PPN HOLDINGS P.LTD	16,360	0.43	0	16360	0.43	0	0
	Total	21,26,420	55.38	0	2126420	55.38	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	At the beginning of the year	21,26,420	55.38	21,26,420	55.38
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
3	At the end of the year	21,26,420	55.38	21,26,420	55.38

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Share Holding during the year		Shareholding as on 31.03.2016	
		No of Shares	% of Total shares of the company	No. of Shares	% of Total shares of the company	No. of shares	% of Total shares of the company
1	Shuka consultancy services private limited	31120	0.81	0	0	31120	0.81
2	Dilip Kumar Surana	2414	0.06	6686	0.18	9100	0.24
3	Anand Mohan	0	0	8500	0.22	8500	0.22
4	D. Jayachandra Reddy	410	0.01	6940	0.18	7350	0.19
5	Bhagwati Dolatrai Shah	5940	0.15	0	0	5940	0.15
6	Lalita Jain	5010	0.13	0	0	5010	0.13
7	AnjuChirania	5000	0.13	100	0	5100	0.13
8	Modi Lina Manhar	4149	0.11	3521	0.09	7670	0.20
9	Pratik Rajendra Gandhi	4000	0.10	1400	0.04	5400	0.14
10	Radhesham S. Mahajan	5200	0.14	0	0	5200	0.14

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the Company	No of Shares	% of Total shares of the Company
	Mr.N.GOVINDAN, Independent Director	50	-	50	--

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	0	1,20,00,000	0	1,20,00,000
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	1,20,00,000	0	1,20,00,000
Change in Indebtedness during the financial year				
· Addition	0	0	0	0
· Reduction	0	1,20,00,000	0	12000000
Net Change	0	-12000000	0	-12000000
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No	Particulars of Remuneration	Mr.R.P.Agrawal Whole time Director	Mr.M.S.Meeramohideen Whole time Director	P R Krishnan Company Secretary	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,06,138	8,42,870	2,75,000	20,24,008

Sl. No	Particulars of Remuneration	Mr.R.P.Agrawal Whole time Director	Mr.M.S.Meeramohideen Whole time Director	P R Krishnan Company Secretary	Total
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0	0
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	9,06,138	8,42,870	2,75,000	20,24,008
	Ceiling as per the Act	As per Schedule V of Companies Act 2013 applicable for Companies having inadequate Profit			

B. Remuneration to other Directors: Name of Directors

Sl. No	Particulars of Remuneration	Mr.J.Narayanamurty	Mr.N.Govindan	Mrs.Lakshmmi Subramanian	Total
1	Independent Directors				
	• Fee for attending board / committee meetings	85,000	1,11,000	85,000	2,81,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	85,000	1,11,000	85,000	2,81,000
2	Other Non-Executive Directors	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	2,81,000
	Total Managerial Remuneration	-	-	-	23,05,008
	Overall Ceiling as per the Act	-	-	-	

VII.PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Annexure III**Disclosures pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Disclosure Requirement	Disclosure Details	
	R.P.Agrawal / M.S.Meeramohideen	
the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	1.82	1.75
the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	12.36	12.87
the percentage increase in the median remuneration of employees in the financial year;	Joined newly hence providing the percentage increase in the median remuneration does not arise	
the number of permanent employees on the rolls of Company	7	
average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no significant change in the average percentile increase in the remuneration payable to Employees and Managerial Personnel.	
affirmation that the remuneration is as per the remuneration policy of the Company	yes	

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2017

TO THE MEMBERS OF DYNAVISION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **DYNAVISION LIMITED** ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the

audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

- a) In the case of the Balance sheet, of the state of affairs of the company as at 31st March 2017.
- b) In the case of Statement of Profit and loss of the profit for the year ended on that date and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1 As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the Directors as on 31 March 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2017 from being appointed as a Director in terms of Section 164(2) of the Act; and

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) the Company has no pending litigations as on 31st March 2017, and accordingly disclosing the impact of the same on its financial position in its financial statements does not arise.

(ii) the Company did not have any long-term contracts, including derivative contracts, that requires a provision for material foreseeable losses in these financial statements; and

(iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

(iv) The Company has provided adequate disclosures in the financial statements as to holdings as well as dealing in Specified Bank notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the management – Refer Note 14(ii)(2)

2 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in the Paragraphs 3 and 4 of the Order, to the extent applicable.

P CHANDRASEKAR
Chartered Accountants
Firm Regn. No. 000580S

Chennai
May 22, 2017

S BABU
Membership No. 024136
Partner

ANNEXURE “A” to The Independent Auditor’s Report of even date on the Standalone Financial Statements of Dynavision Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Dynavision Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and

plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

P CHANDRASEKAR
Chartered Accountants
Firm Regn. No. 000580S

Chennai
May 22, 2017

S BABU
Membership No. 024136
Partner

Annexure "B" to the Independent Auditors' Report of even date on the Standalone Financial Statements of Dynavision Limited.

The Annexure referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The Company does not have inventory of goods, hence the provisions of Para 4(ii) of the Companies (Auditors Report) 2016 are not applicable to this company..
- (iii) The Company has not granted any loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of Para 4(iii) of the Companies (Auditors Report) 2016 are not applicable to this company
- (iv) According to the information and explanations given to us, the company does not have any loans, investments, guarantees, and security which are subject to the provisions of Sections 185 and 186 of the Companies Act 2013. Therefore the provisions of Para 4(iv) of the Companies (Auditors Report) 2016 are not applicable to this company.
- (v) The Company has not accepted any deposits from the public.
- (vi) As explained to us and based on the information and explanation provided to us the Central Government has not prescribed maintenance of Cost Records under Sub-section (1) of Section 148 of the Companies Act, 2013.

- (vii) According to the information and explanations given to us in respect of Statutory dues :
- (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Service Tax, any other Statutory Dues to the appropriate authorities and there were no undisputed amounts payable which were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income tax, Sales tax, Wealth Tax, Service Tax, Excise duty and cess etc which have not been deposited on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (x) The Company has not noticed any fraud by the Company or any fraud on the Company by its Officers or employees or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197, read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company and hence complying with the provisions of the Nidhi Rules, 2014 does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements, etc., as required by the applicable Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with Directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

P CHANDRASEKAR
Chartered Accountants
Firm Regn. No. 000580S

Chennai
May 22, 2017

S BABU
Membership No. 024136
Partner

BALANCE SHEET AS AT 31st MARCH, 2017

Particulars	Note No.	As at 31st March 2017 (Amt In INR)	As at 31st March 2016 (Amt In INR)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	3,83,79,095	3,83,79,095
(b) Reserves and Surplus	2	(20,80,07,009)	(24,51,59,756)
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	-	-
(b) Other Long Term Liabilities	4	21,27,75,000	20,51,82,289
(c) Long term provisions	5	9,65,250	2,50,095
(3) Current Liabilities			
(a) Other current liabilities	6	3,60,161	1,22,48,028
Total		<u>4,44,72,497</u>	<u>1,08,99,751</u>
II. Assets			
(1) Non-current assets			
(a) Fixed assets	7		
(i) Tangible assets		17,37,370	16,12,885
(ii) Intangible assets		850	850
(b) Long term loans and advances	8	6,74,313	7,33,813
(2) Current assets			
(a) Trade Receivables			
(b) Cash and Bank Balances	9	3,97,00,306	2,11,010
(c) Short term loans and advances	10	23,59,658	83,41,193
Total		<u>4,44,72,497</u>	<u>1,08,99,751</u>
Significant Accounting Policies and Notes to Financial Statements	14		

For and on behalf of the Board

P. Chandrasekar
Chartered Accountants
Firm Regn No: 000580s

R.P.AGRAWAL **M.S.MEERAMOHIDEEN**
Whole Time Director Whole Time Director
DIN 05253615 DIN 0001896

S.BABU
Partner
Membership No: 024136
Place: Chennai 600 034
Date: 22.05.2017

P.R.KRISHNAN
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

S.No.	Particulars	Notes	For the Year ended 31st March 2017 (Amt In INR)	For the Year ended 31st March 2016 (Amt In INR)
III.	INCOME:			
	Other Operating Income		4,93,09,500	4,65,00,000
	Other Income	11	15,32,566	47,260
	Total Income		5,08,42,066	4,65,47,260
IV.	EXPENDITURE:			
	Employee benefit expense	12	36,95,014	28,41,515
	Depreciation and amortization expense	7	1,78,129	1,32,158
	Other expenses	13	37,73,466	51,27,994
	Total Expenses		76,46,609	81,01,667
V	Profit Before Exceptional Item and Tax (III-IV)		4,31,95,457	3,84,45,593
VI	Exceptional Item - Sundry credit balances written back		37,57,290	0
VII	Profit Before Tax(V-VI)		4,69,52,747	3,84,45,593
VIII	Tax expenses - Current year provision	1,07,00,000		
	Excess provision of earlier year	(9,00,000)	98,00,000	9,00,000
XI	Net Profit/(Loss) for the Year (VII-VIII)		3,71,52,747	3,75,45,593
X	Earning per equity share:			
	Weighted average no. of shares outstanding during the period		38,40,000	38,40,000
	Nominal Value per Equity Share		10	10
	Earnings per share			
	- Basic & Diluted EPS (Before Exceptional Items)		8.70	9.78
	- Basic & Diluted EPS (after Exceptional Items)		9.68	9.78
	Significant Accounting Policies and Notes to Financial Statements	14		

For and on behalf of the Board

P. Chandrasekar
Chartered Accountants
Firm Regn No: 000580s

R.P.AGRAWAL **M.S.MEERAMOHIDEEN**
Whole Time Director Whole Time Director
DIN 05253615 DIN 0001896

S.BABU
Partner
Membership No: 024136
Place: Chennai 600 034
Date: 22.05.2017

P.R.KRISHNAN
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2017

	Year Ended 31st March, 2017 (Amt in INR)	Year Ended 31st March, 2016 (Amt In INR)
A CASH FLOW FROM OPERATING ACTIVITIES :		
Profit/(Loss) before Tax as per Profit and Loss Account	4,69,52,747	3,84,45,593
Adjusted for :		
Depreciation / Amortisation	1,78,129	1,32,158
Profit on Sale of Fixed Assets	(49,510)	(47,260)
Interest Earned on fixed Deposit	(9,53,526)	0
Operating Profit before working Capital changes	4,61,27,840	3,85,30,491
Adjustments for changes in working capital:		
Trade Receivables	0	0
Other Long term liabilities and provisions	83,07,866	51,461
Other Current liabilities	1,12,133	(58,358)
Loans and Advances	69,41,035	(45,90,500)
Cash Generated from Operations	6,14,88,874	3,39,33,094
Income tax Paid	(1,07,00,000)	0
Net Cash from / (used in) Operating Activities	5,07,88,874	3,39,33,094
B CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Fixed Deposits with original maturity more than 3 months	(3,95,64,245)	0
Interest income from Fixed Deposits	9,53,526	0
Purchase of Fixed Assets	(3,48,104)	(11,07,722)
Sale of Fixed Assets	95,000	1,10,000
Net Cash from / (used in) Investing Activities	(3,88,63,823)	(9,97,722)
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) of Unsecured loans	(1,20,00,000)	(3,38,86,678)
Net Cash from / (used in) Financing Activities	(1,20,00,000)	(3,38,86,678)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(74,949)	(9,51,306)
Cash and Cash Equivalents at the beginning of the year	2,11,010	11,62,316
Cash and Cash Equivalents at the end of the year	1,36,061	2,11,010
Net increase in cash and cash equivalents	(74,949)	(9,51,306)

For and on behalf of the Board

P. Chandrasekar
Chartered Accountants
Firm Regn No: 000580s

R.P.AGRAWAL **M.S.MEERAMOHIDEEN**
Whole Time Director Whole Time Director
DIN 05253615 DIN 0001896

S.BABU
Partner
Membership No: 024136

P.R.KRISHNAN
Company Secretary

Place: Chennai 600 034
Date: 22.05.2017

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

	As at 31st March, 2017 (Amt In INR)	As at 31st March, 2016 (Amt In INR)
Shareholder's fund		
NOTE 1:		
SHARE CAPITAL		
Authorised Capital		
50,00,000 Equity shares of Rs.10/- each	5,00,00,000	5,00,00,000
Issued, Subscribed & Paid up Capital		
38,40,000 Equity shares of Rs.10/- each	3,84,00,000	3,84,00,000
Less: Calls in Arrears	20,905	20,905
Total	<u>3,83,79,095</u>	<u>3,83,79,095</u>

Reconciliation of share outstanding at the beginning and at the end of the year.

	No's	(Amt In INR)	No's	(Amt In INR)
Equity Shares				
Shares outstanding at the beginning of the year	38,40,000	3,84,00,000	38,40,000	3,84,00,000
Shares issued during the year at face value Rs.10/-	-	-	-	-
Shares bought back during the year.	-	-	-	-
Shares outstanding at the end of the year	<u>38,40,000</u>	<u>3,84,00,000</u>	<u>38,40,000</u>	<u>3,84,00,000</u>

Shareholders holding more than 5% shares

Equity Shares

Name of Equity Shareholder (Equity Shareholder holding more than 5 % of Equity share capital)	No's	% of holding	No's	% of holding
Shri P.vijaya Kumar Reddy	21,10,060	54.95%	21,10,060	54.95%
	<u>21,10,060</u>	<u>54.95%</u>	<u>21,10,060</u>	<u>54.95%</u>

The Company has only one class of Equity Share having a par value of Rs.10/- per Equity Share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

Note 2:**RESERVES AND SURPLUS****a. Securities Premium Reserve**

Opening Balance	1,30,51,892	1,30,51,892
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1,30,51,892	1,30,51,892

b. Statement of Profit and Loss

as per last Balance Sheet (Deficit)	(25,82,11,648)	(29,57,57,241)
add Net Profit / (Loss) for the year	3,71,52,747	(22,10,58,901)
Closing balance (Deficit)		3,75,45,593
		(25,82,11,648)

Total of Reserve and Surplus (Deficit)	<u>(20,80,07,009)</u>	<u>(24,51,59,756)</u>
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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

	As at 31st March, 2017 (Amt In INR)	As at 31st March, 2016 (Amt In INR)
NOTE 3:		
LONG TERM BORROWINGS		
UnSecured:		
Borrowing from Promoters and Associates	-	-
Total	<u>-</u>	<u>-</u>
NOTE 4:		
OTHER LONG TERM LIABILITIES		
Trade Payable	-	37,57,289
Rental Deposits	21,27,75,000	20,14,25,000
Total	<u>21,27,75,000</u>	<u>20,51,82,289</u>
NOTE 5:		
LONG TERM PROVISIONS:		
Provision for Gratuity	9,65,250	2,50,095
Total	<u>9,65,250</u>	<u>2,50,095</u>
NOTE 6:		
OTHER CURRENT LIABILITIES		
Current Maturities of Long term borrowings	-	1,20,00,000
Creditors for Expenses	1,35,135	67,500
Other liabilities	2,09,550	1,72,420
Statutory Dues	15,476	8,108
Total	<u>3,60,161</u>	<u>1,22,48,028</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

NOTES 7

Fixed Assets

Particulars	Gross Block (at Cost)			Depreciation				Net Block		
	As on 01/04/2016	Addition	Deletion	As at 31/03/2017	As on 01/04/2016	For the period	Adjust- ment	As at 31/03/2017	As at 31/03/2017	As on 31/03/2016
TANGIBLE ASSETS:										
Land	3,00,653	-	-	3,00,653	-	-	-	-	3,00,653	3,00,653
Building	7,27,200	-	-	7,27,200	5,79,781	5,127	-	5,84,908	1,42,292	1,47,419
Computers	3,23,500	-	-	3,23,500	3,12,845	5,365	-	3,18,210	5,290	10,655
Air Conditioner	1,51,323	-	-	1,51,323	92,386	4,829	-	97,215	54,108	58,937
Furniture & Fittings	1,30,022	-	-	1,30,022	1,22,242	-	-	1,22,242	7,780	7,780
Vehicles (Light)	12,68,322	3,48,104	1,60,600	14,55,826	1,80,881	1,62,808	1,15,110	2,28,579	12,27,247	10,87,441
Total	29,01,020	3,48,104	1,60,600	30,88,524	12,88,135	1,78,129	1,15,110	13,51,154	17,37,370	16,12,885
INTANGIBLE ASSETS:										
Soft Ware	17,000	-	-	17,000	16,150	-	-	16,150	850	850
Total	29,18,020	3,48,104	1,60,600	31,05,524	13,04,285	1,78,129	1,15,110	13,67,304	17,38,220	16,13,735
Previous Year	19,65,898	11,07,722	1,55,600	29,18,020	12,64,987	1,32,158	92,860	13,04,285	16,13,735	7,00,911

Note :- The title deed of Immovable properties are held in the name of Company.

31-03-2017 31-03-2016
(Amt In INR) (Amt In INR)

NOTE 8:

LONG TERM LOANS & ADVANCES

(Un secured, considered good)

Security Deposits	<u>6,74,313</u>	<u>7,33,813</u>
Total	<u>6,74,313</u>	<u>7,33,813</u>

NOTE 9:

CASH AND BANK BALANCES:

Cash and Cash Equivalents

Cash on hand	50,842	83,887
Balance with Bank in Current a/c	85,219	1,27,123
Cash and cash equivalent (A)	1,36,061	2,11,010

Other Bank balances

Fixed Deposit with Banks (Including interest accrued) (B)	<u>3,95,64,245</u>	-
Cash and Bank Balances (A +B)	<u>3,97,00,306</u>	<u>2,11,010</u>

NOTE 10:

Short term loans and advances

(Un secured, considered good)

Advance income tax (Net off provision for taxation)	11,26,307	37,50,000
Income tax refund due	12,33,351	45,91,193
Total	<u>23,59,658</u>	<u>83,41,193</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

	31-03-2017 (Amt In INR)	31-03-2016 (Amt In INR)
NOTE 11:		
OTHER INCOME		
Profit on sale of Assets	49,510	47,260
Interest on Fixed Deposits	9,53,526	-
Interest on Income tax Refund	5,28,020	-
Other receipts	1,510	-
Total	<u>15,32,566</u>	<u>47,260</u>
NOTE 12:		
EMPLOYEE BENEFIT EXPENSES		
Salaries , Wages and other allowances	28,53,775	26,45,794
Gratuity	7,15,155	51,461
Contribution to PF and other funds	93,700	82,894
Staff Welfare	32,384	61,366
Total	<u>36,95,014</u>	<u>28,41,515</u>
NOTE 13:		
OTHER EXPENSES		
Rent	11,40,000	11,40,000
Rates & Taxes	42,384	48,131
Repairs and Maintenance - Building	-	-
Repairs and Maintenance - Others	3,54,625	3,68,349
Repairs and Maintenance - Computer	38,076	16,822
Water Charges	130	200
Vehicle Maintenance	2,90,162	3,29,965
Insurance	22,658	5,448
Travelling and conveyance	65,822	51,817
Postage, telex and Fax	1,15,287	7,78,293
Telephone	87,677	64,005
Printing and Stationary	2,19,312	7,41,967
Advertisement	44,372	50,160
Legal and Professionl Charges	4,32,431	7,81,045
Books and Periodicals	830	385
subscription and Membership	2,03,600	2,08,200
Remuneration to auditors	1,07,000	99,000
Sitting Fee	5,25,000	3,85,000
Electricity Charges	11,741	12,996
Bank charges	1,920	1,339
Miscellaneous Expenses	70,439	44,872
Total	<u>37,73,466</u>	<u>51,27,994</u>

Note 14:**(i) SIGNIFICANT ACCOUNTING POLICIES****A BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared on historical cost convention and in accordance with generally accepted accounting principles and applicable accounting standards.

B USE OF ESTIMATES

Estimates and assumptions made by management in the preparation of Financial Statements have a bearing on reported amounts of Financial Results, Assets & Liabilities and the disclosure of Contingent Liabilities. Actual results could differ from those estimates. Any revision to accounting estimate is recognized prospectively.

C FIXED ASSETS:

Fixed Assets are stated at cost less Depreciation except Land.

D DEPRECIATION:

Depreciation is provided under the Straight line Method in accordance with the rates prescribed under Schedule II of the Companies Act.2013 .

E EMPLOYEE BENEFITS:

Liability towards Gratuity and Leave Encashment are estimated and provided

F TAXES ON INCOME:

Current Tax on Income for the Period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax act 1961 and based on the expected outcome of assessment/appeals.

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet Date. The Deferred Tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the assets will be realised in future.

G Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of leased term are classified as operating Lease . Operating lease Income is recognised in the statement of Profit and loss account in accordance to payment schedule detailed in the Lease deed.

H IMPAIRMENT OF ASSETS

Impairment loss, if any, is provided to the extent the carrying amount of assets exceeds their recoverable amount.

I PROVISIONS CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts. Contingent Assets are neither recognised nor disclosed.

14(ii) OTHER NOTES**1. Lease**

The company vide agreement dated 4th May 2012 has given Land along with its Demised Premise Under Lease for a Period of 29 Years to Apollo Hospitals Enterprises Limited which is renewable at the option of lessee for a further period of 31 Years. As per the said agreement the Company has obtained Refundable interest free Deposit of Rs 20 crores from the lessee. During the current year the lease agreement was amended and further deposit of Rs.1.14 Crore was received from the Lessee. In line with the amended agreement the company has during the year received rental income of Rs.493.09 lakhs and the same is reflected under other operating income.

The future minimum lease amount receivable under non-cancellable operating leases in the aggregate and for each of the following periods:

	2016 - 17	2015 - 16
(i) not later than one year;	6,03,16,900	4,65,00,000
(ii) later than one year and not later than five years;	26,07,86,400	27,07,47,500
(iii) later than five years;	2,14,81,78,000	2,30,66,12,325
	2,46,92,81,300	2,62,38,59,825

2. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016 as provided in the Table below.

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,00,000	9,297	1,09,297
(+) Permitted receipts	-	90,000	90,000
(-) Permitted payments	-	63,968	63,968
(-) Amount deposited in Banks	1,00,000	-	1,00,000
Closing cash in hand as on 30.12.2016	-	35,329	35,329

3. During the current year company has written back certain old creditors aggregating to Rs.3757290/- since in the opinion of the management these amounts are not likely to be paid. The amount written back is credited to the statement of profit and loss and is reflected as an exceptional item.

4. Related Party Disclosure (As per Accounting Statndard-18)

The List of Related Parties as identified by the Company are as Under:-

Key Management Personnel	Sri. R.P.Agrawal - Director Sri. M.S.Meeramohideen - Director
Persons Who have significant Influence:	Sri. P.Vijayakumar Reddy
Entities overwhich related party has Significant Influence:	PPN Holdings Pvt Limited
Remuneration Paid to Key Management Personnel:	Rs.20.24 Lakhs (12.72 Lakhs)
Out of the above- provision towards gratuity	Rs.2.67 Lakhs (NIL)
Sitting fees paid	Rs.2.36 Lakhs (1.70 Lakhs)

Other Related Party Transactions:-

Particulars	2016-17	2015 - 16
Loans from Related parties received and outstanding	0	1,20,00,000
Loans repaid during the year	1,20,00,000	3,38,86,678
Rent paid to related party during the year	9,00,000	9,00,000
Rental deposit paid during the year	-	-
Rental deposit outstanding as at the end of the year	2,25,000	2,25,000

5. COMPUTATION OF EARNINGS PER SHARE

	2016-17	2015 - 16
No. Of Shares at the beginning and at the end of the year	38,40,000	38,40,000
Face Value Per share (Rs.)	10	10
Profit/(Loss) after Taxation	3,71,52,747	3,75,45,593
Basic and Diluted Earnings per Share (Rs.)		
-Before exceptional items	8.70	9.78
-After Exceptional Items	9.68	9.78

6. Directors' Remuneration - 2 Directors

Particulars	2016-17	2015 - 16
Salaries	17,49,008	12,72,151
Total	17,49,008	12,72,151

7. On consideration of Prudence Deferred Tax Asset has not been created.

8. The Company had no outstanding dues that require to be furnished under section 22 of "The Micro small and medium enterprises development act 2006.

9. CIF value of imports Nil

10. Earnings and Expenditure in Foreign currency Nil

11. Paise have been rounded off to the nearest Rupee.

12. Previous year's figures have been regrouped and rearranged wherever necessary to conform to current year's classification.

For and on behalf of the Board

P. Chandrasekar
Chartered Accountants
Firm Regn No: 000580s

R.P.AGRAWAL **M.S.MEERAMOHIDEEN**
Whole Time Director Whole Time Director
DIN 05253615 DIN 0001896

S.BABU
Partner
Membership No: 024136

P.R.KRISHNAN
Company Secretary

Place: Chennai 600 034
Date: 22.05.2017

DYNAVISION LIMITED

Regd. Office: 3rd Floor, JHAVER PLAZA, No.1-A, Nungambakkam High Road, Chennai- 600034, Tamil Nadu, India
Phone: 044-28263651, Fax: 044-42040995, Website: www.dynavision.in. email: dvl@dynavision.in
CIN:L32301TN1973PLC006439

42nd ANNUAL GENERAL MEETING ON WEDNESDAY THE 30th DAY OF AUGUST 2017 AT 10:30 A.M

Form No. MGT-12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No / *Client ID No: (*Applicable to Investors holding shares in dematerialized form)	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution Number	Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1	To Consider and adopt the Audited Statements of Account for the year ended 31st March, 2017 and the Reports of Directors and the Auditors thereon.			
2	Re-appointment of Shri M.S Meeramohideen who retires by rotation as a Director			
3	Appointment of M/s.. R. Subramanian & Co. LLP Chartered Accountants as statutory auditors and fixing their remuneration.			
4.	Investment limit and loans & advance, guarantee limits pursuant to Section 186 of the Companies Act 2013			
5.	Reappointment of Mr. R P Agrawal as Whole time Director for further five years from 1.4.2017			

Place:

Date:

.....
Signature of shareholder)

DYNAVISION LIMITED

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CIN:L32301TN1973PLC006439

42nd ANNUAL GENERAL MEETING ON WEDNESDAY, THE 30th DAY OF AUGUST 2017 AT 10:30 A.M

FORM MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I/We, being the member (s), holding shares of the above named company, hereby appoint

1. Name: 2. Name:
Address: Address:
E-mail Id E-mail Id:
Signature:.....or failing him/her Signature:..... or failing him/her
3. Name:
Address:
E-mail Id.....
Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual general meeting, to be held on Wednesday, the 30th day of August 2017 at 10:30 a.m. at ASHA NIVAS, No.9, Rutland Gate, 5th Street, Chennai- 600 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

.....cut here.....

Resolution Number	Description of Resolution
Ordinary Business	
1.	To Consider and adopt the Audited Statements of Account for the year ended 31st March, 2017 and the Reports of Directors and the Auditors thereon
2.	Re- appointment of Shri M.S.Meeramohideen(DIN 0001896)who retires by rotation and being eligible, offers himself for re-appointment
3.	Appointment of M/s.. R. Subramanian & Co LLP. Chartered Accountants as statutory auditors and fixing their remuneration.
4.	Investment limit and loans & advance, guarantee limits pursuant to Section 186 of the Companies Act 2013
5.	Reappointment of Mr. R P Agrawal as Whole time Director for further period of five years from 1.4.2017

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Re. 1/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

DYNAVISION LIMITED

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CIN:L32301TN1973PLC006439

42nd ANNUAL GENERAL MEETING ON WEDNESDAY, THE 30TH DAY OF AUGUST 2017 AT 10:30 A.M

ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s) (In block letters):

Joint Holder's Name (In block letters):

No of Shares Held :

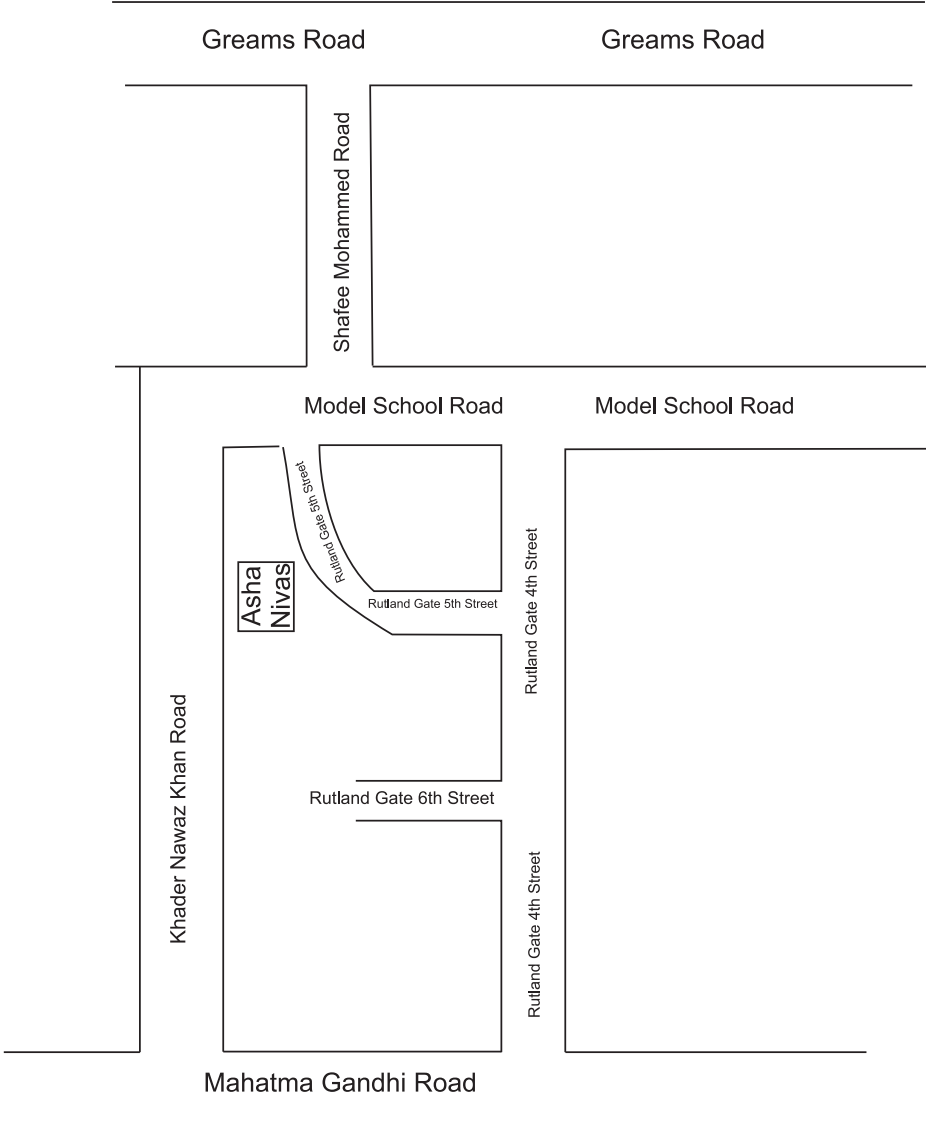
I/We hereby record my/our presence at the 42nd Annual General Meeting of the Company, at **ASHA NIVAS, No.9, Rutland Gate, 5th Street, Chennai- 600 006on Wednesday, the 30th day of August 2017 at 10:30 a.m**

Signature of shareholder / Joint Holder / Proxy attending the Meeting.....

Electronic Voting Event Number (Even)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him / her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

Route Map	
42nd Annual General Meeting	
Date :	30.08.2017
Day :	Wednesday
Time :	10.30 a.m.
Venue :	Asha Niwas No. 9, Rutland Gate 5th Street, Chennai - 600 006.



HP
Petrol Bunk

DYNAVISION LIMITED

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CIN:L32301TN1973PLC006439

NOTICE TO SHARE HOLDERS ON ISIN NUMBER

We wish to inform that the equity shares of the Company (DYNAVISION LIMITED) have been admitted to both the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) and the ISIN No. is INE083E01010.

The Shareholders are requested to dematerialize their shares at an early date.

Further Shareholders are advised to send all their communication regarding holdings of shares to our Registrar & Share Transfer Agent as mentioned below through their respective Depositories.

REGISTRAR & SHARE TRANSFER AGENT

M/S. INTEGRATED REGISTRY MANAGEMENT SERVICES PVT LIMITED

2nd floor, Kences Towers,

No.1 Ramakrishna Street

North Usman Road

T Nagar Chennai 600 017

Phone: 44 2814 0801/ 0802/ 0803

Email: csdstd@integratedindia.in

www.integratedindia.in

Also we request to please provide the following along with demat request:

1. email address, if any
2. mobile number

BOOK POST

To

If undelivered, please return to

DYNAVISION LIMITED

3rd Floor, JHAVER PLAZA
No. 1-A, Nungambakkam High Road,
Chennai - 600 034.
Tamil Nadu