



## **DYNAVISION LIMITED**

CIN:- L31100TN1973PLC006439

Registered Office:- Apex Plaza, 5th Floor, No. 3, Nungambakkam High Road Chennai- 600034

Email ID:- [dvl@dynavision.in](mailto:dvl@dynavision.in) Website:[www.dynavision.in](http://www.dynavision.in)

### **Postal Ballot Notice**

#### **Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting").

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice"). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP").

The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Friday, 19 <sup>th</sup> April 2024
Conclusion of e-voting period	5.00 p.m. IST on Saturday, 18 <sup>th</sup> May 2024
Cut-off date for eligibility to vote	Friday, 12 <sup>th</sup> April 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, 18<sup>th</sup> May 2024, and will be disallowed thereafter.

The last date of e-voting, i.e Saturday, 18<sup>th</sup> May 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## RESOLUTIONS

### Item no. 1

#### Sale of Land located at Kottivakkam

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

**“RESOLVED THAT** pursuant to provisions of section 180 (1) (a) of Companies Act, 2013 read with Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with the Companies (Management and Administration) Rules, 2014 and other applicable rules thereunder (collectively, the “ Act”) and in accordance with all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable SEBI Regulations if any, and subject to any other applicable Rules or Laws that may be required for the sale, consent of the Shareholders, be and is hereby accorded to the Company to Sale of land situated at Dr. Vikram Sarabhai Industrial Estate, Kottivakkam, Chennai-600041 measuring about 2.63 acres to any Individuals, Institutions, Body Corporate including a related party as detailed in the explanatory statement at such consideration as be decided by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution.”

### ITEM NO. 2

#### Appointment of Mr. K. Skandan (DIN: 01945013) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. K. Skandan (DIN: 01945013), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 1<sup>st</sup> April 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 31<sup>st</sup> March 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Chennai  
Date: 10<sup>th</sup> April 2024

By Order of the Board  
For Dynavision Limited  
**Sd/-**  
**R.P. AGRAWAL**

Whole Time Director  
DIN:0523615

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs, Government of India(MCA), in terms of the General Circular No. 14/ 2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020 and General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/ 2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/ 2020 dated 31<sup>st</sup> December, 2020 General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as "MCA Circulars") has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ M/s. Integrated Registry Management Services Pvt Limited, the Company's Registrar and Transfer Agent ('RTA') as on close of working hours on **12<sup>th</sup> April 2024 (Cut- off date)** in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
4. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cut-off Date should treat this notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [srividhya0806@gmail.com](mailto:srividhya0806@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
6. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general

meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed National Securities Depository Limited ('NSDL') for facilitating e-voting to enable the members to cast their votes electronically.

7. The remote e-voting shall commence on **Friday, 19<sup>th</sup> April 2024, at 9:00 a.m. (IST) and shall end on Saturday, 18<sup>th</sup> May 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once vote on a resolution is cast, the member will not be able to change it subsequently.
8. The Board has appointed Mrs. Narasimhan Srividha, Practising Company Secretary (Mem No. 34428 and CP No. 14058) as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Monday, 20<sup>th</sup> May 2024 and will also be displayed on the Company website [www.dynavision.in](http://www.dynavision.in), on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.dynavision.in](http://www.dynavision.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Saturday, 18<sup>th</sup> May 2024, at 5:00 p.m (IST)**.
12. Members may download the Notice from the website of the Company at [www.dynavision.in](http://www.dynavision.in) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. **Saturday, 18<sup>th</sup> May 2024**. Members may send their requests to [dvl@dynavision.in](mailto:dvl@dynavision.in) or [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
15. **Process for registration of email address**

Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in) or by a post in writing to M/s. Integrated Registry Management Services Pvt Limited, 2nd floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017.





16. **Process to cast votes through remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.’</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [srividhya0806@gmail.com](mailto:srividhya0806@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [dvl@dynavision.in](mailto:dvl@dynavision.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [dvl@dynavision.in](mailto:dvl@dynavision.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

### **ITEM NO.1**

Dynavision Limited (DVL) was established for manufacturing of electrical and electronics appliances of all kinds in 1973.

Consequent to suspension of manufacturing activity, the available land measuring 2.63 acres was leased to Apollo Hospitals Enterprise Limited (AHEL) to establish a specialty hospital and DVL has been earning lease rent under a 29-years lease agreement. No other business activity was being carried out in the company due to carry forward heavy losses and paucity of funds.

Now the Company intends to expand its business activities beyond collecting lease rental and earning interest only from Fixed Deposits. The present leasing activity is not expected to enhance the shareholders' value as desired. Accordingly, the company initiated the activities towards exploring business opportunities in other fields, within the scope as may be permitted in its Memorandum and Articles of Association. After exploring the various opportunities, the management decided to enter the field of "Medical Devices manufacturing".

The factors leading to DVL exploring Medical Devices Manufacturing Industry which are advantageous to the Company:

- DVL has come with deep expertise in manufacturing since 1975.
- Strong knowledge of Health Care supplies, procurement and inhouse network of buyers.
- Health Care expertise with access to wide network through Promoters.
- The total import value of medical devices in India has been consistently growing over the years.
- The market is very wide, and the government has imposed a restriction and made it mandatory to have minimum local content.

Since the company intends to diversify its business activity into the Medical Devices manufacturing sector and also expand its presence in the solar energy generation space, it requires fund to be made available to decide and execute these projects. The income through lease rental is not sufficient to make any capital commitment for a project of larger scale and hence, Board decided to sell the land to raise funds.

As part of exploring various options for raising resources, the company has evaluated the option of selling the land, which is under lease with AHEL. As per the lease agreement with AHEL, the right of first refusal for buying up the land lies with AHEL, when DVL intends to sell it.

The company intends to obtain quotes from the reputed agencies in the real estate sector to ascertain the realistic value of the property and intends to approach AHEL to understand and obtain an offer from them as well, before deciding on the sale.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The sale/transfer of immovable property situated at Dr. Vikram Sarabhai Industrial Estate, Kottivakkam, Chennai-600041 measuring about 2.63 acres, may be termed as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013 and if AHEL, being a related party, participates in the sale, the approval under the provisions of Section 188 of the Companies Act, 2013 is also sought.

Therefore, the approval of members is being sought by way of special resolution.

The Board of Directors of the Company ("the Board") at its meeting held on 10<sup>th</sup> April, 2024 has accorded its in-principle approval and has approved the terms and conditions for sale of abovementioned immovable commercial property held in the name of Dynavision Limited at a consideration as may be decided by the Board.

Since, the above transaction is considered as material in terms of 37A of SEBI LODR, the said shall be fully adhered to.

The Board is of the opinion that the proposed sale is in the overall best interest of the company and the company will utilize the proceeds towards exploring various business opportunities including Manufacturing of Healthcare devices and for the general business purpose.

Hence, the Board recommends passing of the resolution as set out under Item No. 1 of the accompanying notice by the shareholders as a special resolution.

Except Mr. Harshad Reddy, Director and his relatives, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1.

## **ITEM NO. 2**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide their meeting held on 13<sup>th</sup> February, 2024, appointed Mr. K. Skandan (DIN: 01945013) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 1<sup>st</sup> April 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. K. Skandan holds office as an Additional Director till the date of the ensuing Annual General Meeting. Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. K. Skandan as an Independent Director of the Company.

Mr. K. Skandan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. K. Skandan as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mr. K. Skandan fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. K. Skandan possesses the required skills, knowledge, and experience as identified by the Board in the fields of Risk management, Corporate Governance and General Management and his induction on Dynavision's Board will immensely benefit the Company.

Further, Mr. K. Skandan possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute. Considering his expertise and knowledge, the Board considers that the appointment of Mr. K. Skandan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. K. Skandan as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years till 31<sup>st</sup> March 2029.

Mr. K. Skandan shall be eligible for sitting fee for attending the Board and Committee meetings and reimbursement of expenses, if any.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Mr. K. Skandan setting out the terms and conditions of his appointment is available for inspection at the registered office of the Company during office hours on all working days until the conclusion of evoting period.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. K. Skandan including his profile and specific areas of expertise are given as “Annexure 1”.

Except Mr. K. Skandan, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

## Annexure 1

<b>Particulars</b>	<b>Mr. K. Skandan</b>
	Director (DIN: 01945013)
Date of Birth	08-12-1956 67 years
Date of Appointment	01-04-2024
Qualifications	BA-History, Political Science, Public Administration MA Political Science - Madras Christian College Bachelor of laws – Madras University. Indian Administrative Service. MA-Development Studies, Rural Development Planning – University of East Anglia
Expertise in specific functional are as	Mr. K. Skandan is a retired IAS Officer. He joined the IAS in 1982 and retired in December 2016 as Additional Chief Secretary (rank of Chief Secretary) from the Tamil Nadu Government after serving in many senior positions in the State and Central Government. He was involved in the promotion of Industrial Development and had been the Nominee Director in Major Joint Sector and Public Sector companies, viz., Titan, NLC, CPCL etc. He also served as Chairman & Managing Director of TNPL Ltd., and as Chairman of TNEB. He was the Nominee Director of Security Printing & Minting Corporation of India Limited during 2007-14 in the Central Government. Post retirement he was appointed as an Advisor to Governor Jammu and Kashmir State in 2019 and he was responsible for the formulation and implementation of Industrial Policy and chaired all meetings of major Corporations. He is also Qualified as an International Arbitrator from the Chartered Institute of Arbitration, London.
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Regularisation of Appointment as Non-Executive Independent Director Remuneration Last Drawn (FY 23-24) : NIL Sitting Fees to be paid: As per Nomination and Remuneration Policy of the Company.
Number of Meetings of the Board conducted during the year 2023-2024	NA
Number of Board Meetings entitled to attend during the year	NA
Number of Board Meetings attended during the year	NA
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Malabar Sports and Recreation Foundation The India Cements Limited
Chairmanships/Directorship of Committees of other Public Companies	
i. Audit Committee	Nil
ii. Stake holders Relationship Committee.	Nil
iii. Nomination and Remuneration Committee	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Number of Shares held in the Company	Nil

Place: Chennai  
Date: 10<sup>th</sup> April 2024

By Order of the Board  
For Dynavision Limited  
**Sd/-**  
**R.P. AGRAWAL**  
Whole Time Director  
DIN:0523615