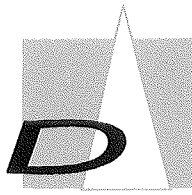


CIN : L32301TN1973PLC006439



DYNAVISION LIMITED
Jhaver Plaza, 3rd Floor,
No. 1-A, Nungambakkam High Road.
Chennai - 600 034. INDIA
Ph : 044 - 28263651
FAX : 044 - 42040995
E-mail : dvl@dynavision.in
Website : www.dynavision.in

Date:-10.08.2016

Department of Corporate Services
Bombay Stock Exchange Limited
PhirozeJeeJeeBhoy Towers
Dalal Street
Mumbai – 400 001

Sub: Proceedings of 41st Annual General Meeting held on August 9, 2016
pursuant to Regulation 44(3) of SEBI Listing regulations 2015(LODR)

Dear Sir,

We are submitting herewith the proceedings of 41st Annual General Meeting of the Company held on 9th August, 2016 together with the voting results and report of the Scrutinizer.

Kindly take the same on record.

This is for your information and record

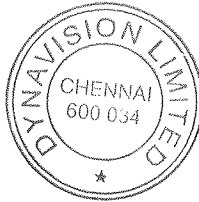
Thanking you,

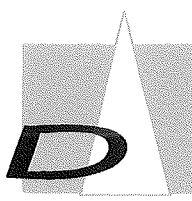
Yours faithfully,

For **DYNAVISION LIMITED**

COMPANY SECRETARY

Encl: as above





PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING OF DYNAVISIO LIMITED HELD ON 9th AUGUST 2016 AT 10.30 A.M. AT SRI VIDYA KALYANA MAHAL, OLD NO.142, (L.B.ROAD), NEW NO.74, KALKI KRISHNAMOORTHY SALAI, THIRUVANMIYUR, CHENNAI-600041.

DIRECTORS PRESENT ON DAIS :

Mr. R P Agrawal
 Mr. M.S.Meeramohideen
 Mr. N Govindan
 Mrs. Lakshmi Subramanian

In attendance:

Mr P R Krishnan	Company Secretary
Mr. N.Ganesh,	Scrutinizer
Mr. S. Babu	Statutory Auditors

MEMBERS PRESENT IN PERSON

PROMOTER GROUP	1
PUBLIC	95
MEMBERS PRESENT THROUGH PROXIES	
PROMOTER GROUP	1
PUBLIC	0

CHAIRMAN

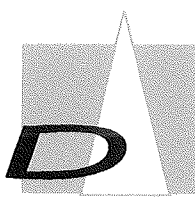
Proposed by Mr. R.P.Agrawal and seconded by Mr. M.S.Meeramohideen, Mrs. Lakshmi Subramanian, an independent director was elected as the Chairman for the 41st Annual General Meeting and she then occupied the chair.

The Chairperson welcomed the members at the 41st Annual General Meeting of the Company and introduced the directors and auditors present on the dais and also informed that the Chairman of the Audit Committee was present at the meeting.

The Chairperson informed that Mr.J.Narayanamurthy could not attend the AGM due to his sudden pre-occupation. Further, Mr.G.Vasudevan, Secretarial Auditor was not present in the meeting, since he was exempted from attending this Annual General Meeting.

The Chairperson then announced that as the required quorum being present, the meeting was in order. She also announced that the registers as per the statutory requirements were kept open for inspection by the members.

The Chairperson, then read out the Chairman's speech which was circulated to all the members in the hall.



The Chairperson then announced that the notice convening the meeting having already been circulated may be taken as read with the consent of the shareholders present.

The Chairperson, then requested Company secretary to read the Auditor's Report.

The Chairperson, then informed the members that as required under Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, with effect from 1st July 2015, the Company extended e-voting facility through National Securities Depository Services Limited (NDSL) to the Members of the Company (who were holding shares as on cut-off date 2nd August 2016) in respect of the business to be transacted at the Annual General Meeting. The e-voting period commenced at 9:00 A.M. on 6th August 2016 and ended at 5:00 P.M. on 8th August 2016. Mr. N Ganesh, Independent Qualified Company Secretary was appointed as the Scrutinizer for the e-voting process.

The Chairperson then invited the question and comments on working of the company and the Chairperson then answered all the questions raised by the members.

The Chairperson then said that the business transacted as set out in the Notice of the AGM for the consideration are as follows:

ORDINARY BUSINESS

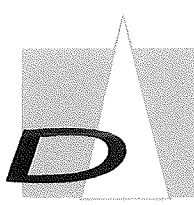
1. **“RESOLVED THAT** the audited Balance Sheet as at 31st March 2016, the Statement Of Profit & Loss for the year ended 31st March, 2016 together with the report of the Directors and Auditors there on be and is hereby approved and adopted.”

The resolution was proposed by Mr. Raja Ram More (Folio No. 32879) and seconded by Mr. A. Srinivasan (Folio No. 34172)

2. **“RESOLVED THAT** pursuant to Section 152(6) of the Companies Act, 2013 Shri R.P. Agrawal (holding DIN No. 05253615) be and is hereby reappointed as a director of the Company and shall continue in the office of the Whole Time Director, till the period of his tenure, as per his original term of appointment and conditions mentioned therein.”

The resolution was proposed by Mr. Govindaswamy Dayanithi (Folio No. 34177) and seconded by Mr. D. Thirunavukarasu (Folio No. 21294)

3. **“RESOLVED that** in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, as may be applicable, and pursuant to the resolution of the Members passed at the 39th Annual General Meeting held on 30th September, 2014, the appointment of M/s P. Chandrasekar, Chartered Accountants (Firm Registration No. 000580), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 42nd Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms



of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

The resolution was proposed by Mr. Ramesh.T (Folio No.34185) and seconded by Mr. Sekar. R (Folio No.34173)).

The Chairperson then announced that in compliance with the SEBI(LODR)2015 and in terms of Section 108 of the Companies Act, 2013, those shareholders who have not exercised their vote through e-voting could exercise their vote physically through ballot form in the hall.

The Chairperson then requested Mr. N.Ganesh, scrutinizer, to proceed with the polling process.

After the conclusion of polling, as confirmed by the Scrutinizer, the Chairperson thanked the members for their participation and informed the members that the results of voting would be posted on the Company's website and website of NSDL and Bombay Stock Exchange where the company's share are listed, within 48 hours from the conclusion of the meeting after receiving the Report from the Scrutinizer.

Mr. N.Ganesh, Scrutinizer handed over the result of e-voting/polling result to the chairperson on 10th August'2016 and based on the result to the above resolution No. 1 to 3 was passed unanimously

The Chairperson then authorized Mr.R.P.Agrawal, Director to receive the Report of the Scrutinizer and countersign the same.

VOTE OF THANKS:

There being no other matter, the meeting concluded with a vote of thanks to the chair at 11.15 A.M.


CHAIRPERSON

10/8/2016
Chennai.

A. Details of the Proceedings of the Meeting		
Sl.No	Particulars	Details
1.	Date of the AGM	Annual General Meeting Tuesday, August 09, 2016
2.	Total number of shareholder as on record date	As of the cut-off date i.e., 14 th July 2016 22,607
3	No of shareholder present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	2 95
4	No of shareholder attended the meeting through Video Conferencing Promoter and Promoter Group: Public:	Not applicable

B. Results of the Meeting				
Sl.No	Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Receive, Consider and Adopt the Financial Statements for the financial year ended 31 st March, 2016, together with the report of the Board of Directors and the Auditors	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
2.	Appointment of a Director in place of Mr.R. P Agrawal (DIN05253615), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
3.	Ratification of Appointment of M/s. P Chandrasekar, Chartered Accountants, as the Statutory Auditors and fixing their remuneration	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority

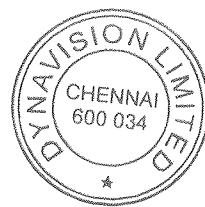


R.P. Agrawal
Director

The voting results declared are as under:

DYNAVISION LIMITED									
Resolution No.1									
To Receive, Consider and Adopt the Financial Statements for the financial year ended 31 st March, 2016, together with the report of the Board of Directors and the Auditors									
Resolution required (Ordinary / Special): Ordinary									
Whether the promoter / promoter group are interested in the agenda / resolution? No									
Sl. No	Promoter /Public	Mode of voting	Total No of Shares held (1)	No of votes polled (2)	% of votes polled on outstation shares (3)=[(2)/(1)]*100	No of votes - in favour (4)	No of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter & Promoter Group	E-Voting	21,26,420	21,26,420	100.00	21,26,420	0	100.00	0.00
		Poll	21,26,420	0	0.00		0		0.00
		Total	21,26,420	21,26,420	100.00	21,26,420	0		0.00
2	Public – institutional Holder	E-Voting	1,000	0	0	0	0	0	0.00
		Poll	1,000	0	0	0	0	0	0.00
		Total	1,000	0	0	0	0	0	0.00
3	Public - Others	E-Voting	17,12,580	31,420	1.83	31,420	0	100.00	0.00
		Poll	17,12,580	2,721	0.16	2,721	0	100.00	0.00
		Total	17,12,580	34,141	1.99	34,141	0	100.00	0.00
4	Total		38,40,000	21,60,561	56.26	21,60,561	0	100.00	0.00

DYNAVISION LIMITED									
Resolution No.2									
To Appoint a Director in place of Mr.R. P Agrawal (DIN05253615), who retires by rotation and being eligible, offers himself for re-appointment									
Resolution required (Ordinary / Special): Ordinary									
Whether the promoter / promoter group are interested in the agenda / resolution? No									
Sl. No	Promoter /Public	Mode of voting	Total No of Shares held (1)	No of votes polled (2)	% of votes polled on outstation shares (3)=[(2)/(1)]*100	No of votes – in favour (4)	No of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter & Promoter Group	E-Voting	21,26,420	21,26,420	100.00	21,26,420	0	100.00	0.00
		Poll	21,26,420	0	0.00		0		0.00
		Total	21,26,420	21,26,420	100.00	21,26,420	0		0.00
2	Public – institutional Holder	E-Voting	1,000	0	0	0	0	0	0.00
		Poll	1,000	0	0	0	0	0	0.00
		Total	1,000	0	0	0	0	0	0.00
3	Public - Others	E-Voting	17,12,580	31,420	1.83	31,420	0	100.00	0.00
		Poll	17,12,580	2,721	0.16	2,721	0	100.00	0.00
		Total	17,12,580	34,141	1.99	34,141	0	100.00	0.00
4	Total		38,40,000	21,60,561	56.26	21,60,561	0	100.00	0.00



R.P. Agrawal
Director

DYNAVISION LIMITED

Resolution No.3

To Ratify Appointment of M/s. P Chandrasekar, Chartered Accountants, as the Statutory Auditors and fixing their remuneration

Resolution required (Ordinary / Special): Ordinary

Whether the promoter / promoter group are interested in the agenda / resolution? No

Sl. No	Promoter /Public	Mode of voting	Total No of Shares held (1)	No of votes polled (2)	% of votes polled on outstation shares (3)=[(2)/(1)] *100	No of votes – in favour (4)	No of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
1	Promoter & Promoter Group	E-Voting	21,26,420	21,26,420	100.00	21,26,420	0	100.00	0.00
		Poll	21,26,420	0	0.00		0		0.00
		Total	21,26,420	21,26,420	100.00	21,26,420	0		0.00
2	Public – Institutional Holder	E-Voting	1,000	0	0	0	0	0	0.00
		Poll	1,000	0	0	0	0	0	0.00
		Total	1,000	0	0	0	0	0	0.00
3	Public - Others	E-Voting	17,12,580	31,420	1.83	31,420	0	100.00	0.00
		Poll	17,12,580	2,721	0.16	2,721	0	100.00	0.00
		Total	17,12,580	34,141	1.99	34,141	0	100.00	0.00
4	Total		38,40,000	21,60,561	56.26	21,60,561	0	100.00	0.00



R.P. Agrawal
Director

The e-voting process was accordingly conducted and concluded as below:

- The Company dispatched the notice under section 18 of the Companies Act, 2013 on 15.07.2016 and 16.07.2016 to the members whose name appeared on the Register of Members as on 08.07.2016 and to the directors and Auditors of the Company.
- The Company issued an advertisement in Malai Sudar and News Today about the dispatch of the e-voting notice on 16th July, 2016.
- The E-voting commenced on 06th August, 2016 (09:00 am) and ended at the close of working hours at 17.00 hours IST on 08th August, 2016.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.evoting.nsdl.com.
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were compiled as under¹.

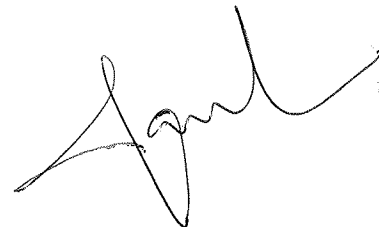
SUMMARY OF RESULTS

RESOLUTION NO.1

Receive, Consider and Adopt the Financial Statements for the Financial year ended 31st March, 2016 , together with the report of the Board of Directors' and the Auditors'.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	6	2157840
Total number of electronic votes considered valid	6	2157840
Total number of electronic votes considered invalid	Nil	Nil



Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	6	2157840
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

RESOLUTION NO.2

Re-appointment of Shri. R.P.Agrawal who retires by rotation as a whole time Director.
Nature of resolution: Ordinary Resolution

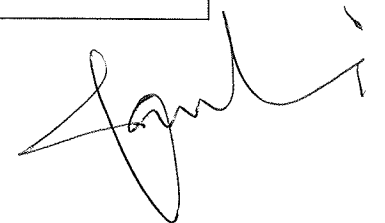
Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	6	2157840
Total number of electronic votes considered valid	6	2157840
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	6	2157840
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	

RESOLUTION NO.3

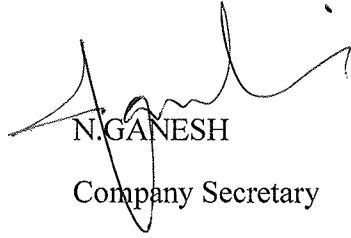
Ratification of Appointment of M/s. P Chandrasekar, Chartered Accountants, as statutory Auditors and fixing their remuneration.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	6	2157840
Total number of electronic votes considered valid	6	2157840



Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	6	2157840
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100%	



N.GANESH

Company Secretary

M.NO.15541

Scrutinizer

REPORT OF SCRUTINIZER

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Forty First Annual General Meeting of Dynavision Limited held on Tuesday the 09th August 2016 at **Sri Vidya Kalyan Mahal, old no. 142 (L.B.Road) New No. 74, Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai 600041** at 10.30 a.m..

Dear Sir,

I N.Ganesh, a Qualified Independent Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 41st Annual General Meeting of the Equity Shareholders of M/s Dynavision Limited, held on Tuesday the 09th August 2016 at **Sri Vidya Kalyan Mahal, old no. 142 (L.B.Road) New No. 74, Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai 600041** at 10.30 a.m., submit our report as under:

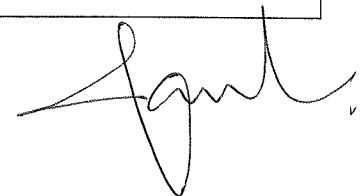
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transfer Agents of the Company and the authorizations / proxies lodged with the company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

Resolution 1:

Receive, Consider and Adopt the Financial Statements for the Financial year ended 31st March, 2016 ,together with the report of the Board of Directors' and the Auditors'.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	2721	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	

Resolution 2:

Re-appointment of Shri. R.P.Agrawal who retires by rotation as a whole time Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	2721	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	

Resolution 3:

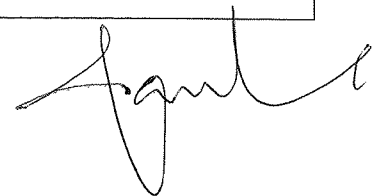
Ratification of Appointment of M/s. P Chandrasekar, Chartered Accountants, as statutory Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	2721	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL		



(iii) **Invalid** votes:


Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	

5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Place: Chennai

Date: 10.08.2016

Yours Faithfully


N.GANESH
Company Secretary
M.NO.15541
Scrutinizer