

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- fourth Annual General Meeting of the Company will be held on Monday, the 9th September 2019 at BRIO PARTY HALL No. 4, (Old No. 23), 4th Main Road, Kamaraj Nagar, Thiruvanmiyur, Chennai - 600041 at 11.15 a.m. to transact the following Business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts viz. the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2019 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri R.P Agrawal (DIN:05253615.) 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(s) the following resolution as a Special Resolution

RE-APPOINTMENT OF MRS. LAKSHMMI SUBRAMANIAN AS INDEPENDENT DIRECTOR FOR FURTHER TERM OF 5 YEARS

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions if any of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mrs. Lakshmmi Subramanian (holding DIN 00001439) who was appointed as an independent director and who holds office as an independent director up to 30th September 2019 and being eligible be and is hereby re-appointed as an independent director of the company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years that is from 1st October 2019 to 30th September 2024.

Place: Chennai
Date: 2nd August.2019

By Order of the Board
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 per cent of the total share capital of the Company carrying voting rights.
- III. The Register of Directors and Key Managerial personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the AGM
- IV. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email address with your depository participants.
- V. Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report 2018-19 will be available on the company's website, www.dynavision.in
- VI. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company (10 a.m. to 5.00 p.m) provided that not less than three days' notice in writing is given to the company
- VII. The members/ proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
- VIII. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item No. 3 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking re-appointment as independent Director under item no 3 of the Notice, is also annexed.

IX. Voting through electronic means:

- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations 2015 allows the company 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 ballot 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 ballot paper.
- iii) The remote e-voting period commences on Friday the 6th September 2019 (9:00 am) and ends on Sunday the 8th September, 2019 (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 2nd September 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- iv) The process and manner for remote e-voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| 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*** |

1. Your password details 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, your ‘initial password’ is Communicated to you on your postal address.
2. 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 4. Now, you will have to click on “Login” button.
 5. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
 8. 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 to advocateragavan@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 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 2nd September 2019.
- 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 2nd September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer /RTA.
- xi) A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii) 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 ballot paper.
- xiii) **Mr. K VijayaRagavan**, Advocate, High Court of Chennai (Membership No.MS3454/2010.) 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.
- xiv) 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv) The Scrutinizer 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 48 hrs 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.
- xvi) 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.
- xvii) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, as per the SEBI notification No. SEBI/LAD/NRO/GN /2018/24 dated 8th June 2018 and further notification dated 3rd December 2018 that transfer of physical shares will not be processed by the company after 31st March 2019. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- xviii) The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Tuesday, the 3rd September 2019 to Monday the 9th September 2019 (Both days inclusive)
- xix) Members holding shares in physical form are requested to immediately notify change in their address if any, 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).
- xx) 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.
- xxi) 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..
- xxii) 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.
- xxiii) Regulation 44(2) of SEBI (LODR) Regulations 2015 permits sending of soft copies of

annual reports to all those Members who have registered their email addresses for the purpose.

xxiv) 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, 2019 would be dispatched.

xxv) Information in respect of unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2019.

xxvi) The route map showing directions to reach the venue of the .44th. Annual General Meeting is annexed.

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013**Item No.3: Re-appointment of Mrs. Lakshmmi Subramanian as Independent Director**

Mrs Lakshmmi Subramanian (DIN. 00001439) was appointed as independent director of the company and she holds office as an independent director of the company up to 30th September 2019 (First Term). The Nomination & Remuneration Committee of the Board of Directors on the basis of the report of performance evaluation, has recommended reappointment of Mrs Lakshmmi Subramanian as an Independent Director for a second term of five consecutive years on the Board of the Company

The Board based on the performance evaluation and as per the recommendation of the NR Committee considers that given her background and experience and contributions made by her during her tenure, the continued association of Mrs Lakshmmi Subramanian would be beneficial to the company and it is desirable to continue to avail her services as an independent director Accordingly it is proposed to reappoint Mrs. Lakshmmi Subramanian as an independent director of the company not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company

Mrs. Lakshmmi Subramanian is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a Director

The company has also received declaration from Mrs Lakshmmi Subramanian that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In the opinion of the Board Mrs Lakshmmi Subramanian fulfils the conditions for appointment

as an independent director as specified in the act and the listing regulations. Mrs. Lakshmmi Subramanian is independent of the management

Brief Profile of Mrs Lakshmmi Subramanian is provided in the annexure to the Notice. She will be paid remuneration by way of fee for attending meetings of Board and Committees there of or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Copy of the draft letter of reappointment of Mrs Lakshmmi Surbaamnain setting out the terms and conditions is available for inspection by the members at the registered office of the company.

Mrs. Lakshmmi subrmanian is interested in the resolution set out at item no.3 of the notice with regard to her reappointment. Save and except the above none of the other directors / key managerial personnel of the company/ their relatives are in any way concerned or interested financially or otherwise in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the special resolution set out at item no.3 of the Notice for approval by the members.

Place: Chennai
Date: 2nd August. 2019

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

ANNEXURE TO NOTICE**ANNEXURE I****DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

| | |
|--|---|
| Name of the Director | Mr R P Agrawal |
| Designation | Whole time Director |
| Date of Birth and Age | 10.02.1948 71 years |
| DIN | 05253615 |
| Date of Appointment on the Board | 01.04.2017 |
| Qualifications | B.Com from Calcutta University (West Bengal) |
| Experience and expertise | 52 years of Rich experience in Accounts and Finance |
| Number of Meetings of the Board attended during the year | 4 |
| List of Directorship / Membership / Chairmanship of Committees of other Board | Nil |
| Shareholding in Dynavision Limited | Nil |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | Nil |

PROFILE OF INDEPENDENT DIRECTOR - MRS LAKSHMMI SUBRAMANIAN

| | |
|--|--|
| Name of the Director | Mrs Lakshmmi Subramanian |
| Designation | Independent Director |
| Date of Birth and Age | 24/07/1959 59 yrs |
| DIN | 00001439 |
| Date of Appointment on the Board | 1/10/2014 |
| Qualifications | B Com FCS |
| Experience and expertise | 33 years' experience in legal and corporate advisory services |
| Number of Meetings of the Board attended during the year | 4 |
| List of Directorship / Membership / Chairmanship of Committees of other Board | <p>(I) Director</p> <p>a. Indo National Limited b. PCR Investments Ltd. c. Dr Agrawal Eye Hospital Limited</p> <p>(II) Membership / Chairmanship</p> <p>1. Indo National Limited-</p> <p>a. Member - Audit Committee b. Member - Stake Holders' Relationship Committee c. Member - Nomination & Remuneration Committee</p> <p>2. PCR Investments Ltd.</p> <p>a. Chair Person - Audit Committee</p> <p>3. Dr Agrawal Eye Hospital Limited</p> <p>a. Member - Nomination & Remuneration Committee</p> |
| Shareholding in Dynavision Limited | Nil |
| Relationship with other directors, manager And other Key Managerial Personnel of the Company | Nil |
| Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person | As Independent director – no remuneration – except payment of sitting fees |
| Justification for choosing the appointee for appointment as Independent Director | To avail her experience & expertise services to the company |

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Forty Fourth Annual Report of Dynavision Limited along with the audited financial statements for the year ended March 31, 2019.

FINANCIAL RESULTS

The Company during the year earned a sum of Rs.737.52 Lakhs, as against Rs.697.63 Lakhs of the previous year. The net profit for the year has been Rs.459.83 Lakhs as compared to Rs.450.87 lakhs of the previous year. The performance summary is presented herewith.

| | 2018-2019 | 2017-2018 |
|--|------------------|------------------|
| | (Rs. In Lakhs) | (Rs in Lakhs) |
| Revenue from operations | 658.36 | 651.42 |
| Other income | 79.16 | 46.21 |
| Total income | 737.52 | 697.63 |
| Total expenses | 130.82 | 111.76 |
| Profit/(Loss) before Interest and Depreciation | 634.50 | 611.31 |
| Less: Interest | 25.97 | 23.61 |
| Profit before Depreciation | 608.53 | 587.70 |
| Less: Depreciation | 1.83 | 1.83 |
| Profit/ (Loss) before Tax | 606.70 | 585.87 |
| Exceptional Item | - | - |
| Tax Expenses - | 146.87 | 135.00 |
| Transfer to Reserve | - | - |
| Profit / (Loss) carried over to Balance Sheet | 459.83 | 450.87 |

STATE OF AFFAIRS OF THE COMPANY.

At present, the earnings of the Company are 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:

Due to accumulated losses still remaining to be wiped off, the net worth of the company is negative and hence, your Board of Directors do not recommend any dividend to the Shareholders for the financial year ended 31.03.2019.

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

There are no material change and events during the financial year.

SIGNIFICANT & MATERIAL ORDER PASSED BY THE REGULATOR OR COURT

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 2018 – 2019.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company doesn't have any subsidiary, associate 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.