

DYNAVISION LIMITED

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

Phone 044 28263651, Fax 044 42040995, Website: www.dynavision.in.; e-mail: dvl@dynavision.in

CIN: L32301TN1973PLC006439

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolutions set out below are proposed to be passed by Postal Ballot which includes voting by electronic means for the purpose of seeking the approval of the shareholders for Alteration of Memorandum of Association in terms of Section 13 of the Companies Act, and for sale of its immovable properties situated in Gujarat, terms of Section 180(1) of Companies Act 2013.

The Postal Ballot Notice along with the explanatory statement and postal ballot form is being sent to you.

The Notice is being sent to all the Members, whose names appear in the Register of Members as on 28/08/2015.

The Company has appointed N.Ganesh, a qualified Independent Company Secretary, Chennai (Membership No. 15541) as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed so as to reach the Scrutinizer on or before the close of working hours between 10.00 a.m. and 5.00 p.m. on 02/10/2015.

The Company also provides e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date 26.09.2015, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Limited (NSDL). If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be announced on 03/10/2015 and displayed at the Registered Office of the Company. The date of declaration of result of the postal ballot shall be deemed to be the general meeting and the date of passing of the postal ballot resolutions.

The results will be communicated to all the Stock Exchanges where the company's shares are listed and also displayed on the Company's website www.dynavision.in

Place: Chennai
Date: 12/08/2015

By Order of the Board
For **DYNAVISION LIMITED**

R.P.AGRawal
Whole Time Director

Items to be passed through Postal Ballot:

Item no.1 To consider, and if thought fit, pass with or without modification(s), the following as Special Resolution:

Alteration of Memorandum of Association

RESOLVED THAT pursuant to provisions of Section 13 and any other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Chennai, for addition of the following clause to the existing Clause III. A under the "The Main Objects" as second clause and the Memorandum of Association, be and hereby renumbered accordingly:

2. To carry on the business of letting on lease or hire in any part of India or abroad all land, buildings, undertakings belonging to the company on lease rent, royalty, share of profits or otherwise and to grant licenses, easements, and other rights in, to deal with the whole or any part of, the undertaking, land and building, property, assets rights and effects of the company, either together or in portions to any person(s).

RESOLVED FURTHER THAT the approval of members be given, subject to necessary approval(s) if any, from the Registrar of Companies, Chennai, for adding the existing Clauses III.C of 'Other Objects' as Clauses III.B under the existing "Objects Incidental or Ancillary to the Attainment of the Main Objects" in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the existing "Other Objects" Clause from III.C in the existing Memorandum of Association of the Company be completely deleted and after the above addition and deletion, "Objects Incidental or Ancillary to the Attainment of the Main Objects" of the Memorandum of Association of the Company be renumbered accordingly in order to ensure that the Memorandum of Association of the Company contains only the 'The Main Objects' and 'Objects Incidental or Ancillary to the Attainment of the Main Objects'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.

Item No. 2. To consider, and if thought fit, pass with or without modification(s), the following as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions if any, of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to "the Board" which term shall be deemed to include any duly constituted Committee thereof) to sell, transfer or otherwise dispose of the Company's immovable properties measuring 1918.40 Sq. yards (equivalent to 17,262 Sq. Ft = 7.2 grounds) situated in private Plot No. 7, Survey No. 808 of MoujeIndrad of Kadi Taluka in the Registration District Mehsana and Sub-District of Kadi, Gujarat to any prospective buyer, in such manner/arrangements, for consideration as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be decided by the Board.

RESOLVED FURTHER THAT the Board be or the constituted committee of Directors and is hereby authorized to finalize the terms and conditions without further referring the matter to the Members of the Company, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein, to the aforesaid committee of two Directors as it may deem fit to give effect to this resolution.

Place: Chennai.
Date: 12/08/2015

By Order of the Board
For **DYNAVISION LIMITED**

R.P.AGRAWAL
Whole Time Director
DIN-05253615

NOTES:

1. The Explanatory Statement to the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 settling out material facts in respect of the businesses of this notice is annexed hereto.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on August 28, 2015. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 26.09.2015 (cut off date)
3. Voting through Electronic means

- I. In compliance with provisions of Section 110 of the Companies Act, 2013 and Rules of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Postal Ballot by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The instructions for 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 Participant(s)):
- B. (i) Open e-mail and open PDF file viz. "SPL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for 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 noted in step(i) above. Click Login.
- C. (i) 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.
(ii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
(iii) Select "EVEN" of Dynavision Limited
(iv) Now you are ready for e-Voting as Cast Vote page opens
(v) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(vi) Upon confirmation, the message "vote cast successfully" will be displayed.
(vii) Once you have voted on the resolution, you will not be allowed to modify your vote.
(viii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also 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: nganeshacs@gmail.com with a copy marked to evoting@nsdl.co.in
- D. In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)
(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
(ii) Please follow all steps from Sr. No.(ii) to Sr. No. (viii) above, to cast vote.
- E. 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 "downloads" section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. 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).
- IV. The e-voting period commences on 02nd September, 2015 (9.00 a.m) and ends on 2nd October, 2015 (5.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.09.2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26th September, 2015.
- VI. Mr.N.Ganesh, a qualified Independent Company Secretary (Membership No. 15541) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.dynavision.in and on the website of NSDL and communicated to BSE Ltd.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

ITEM NO. 1

ALTERATION OF MEMORANDUM OF ASSOCIATION

The shareholders are aware that the company has stopped its entire commercial production for the past few years and your company has to seek an alternate source of revenue. Presently, leasing the existing assets is the only source of income. Considering the accumulated losses & liabilities, your company may take a few more years to enter into core manufacturing activities. Hence, for the time being, your Board of Directors thought it fit to carry on leasing activity as main business activity.

Since the main objects of the Companies Memorandum of Association doesn't contain separate clause relating to leasing activity, it has been unanimously proposed to include a new sub-clause 2 in the existing Clause IIIA Main Objects of Memorandum of Association relating to leasing objects.

The Directors recommend the resolution in Item No. 1 of the Postal Ballot notice for the approval by the members by way of Special Resolution.

The Altered Memorandum of Association is available for inspection at the Registered Office of the Company during all working days from 10 a.m. to 5 p.m., till the declaration of results.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 2

FOR THE SALE/TRANSFER OF COMPANY'S IMMOVABLE PROPERTY SITUATED AT GUJARAT.

Dynavision Limited ("The Company") has acquired the immovable property measuring around 1918.40 Sq. yards in private plot No.7 under Survey No. 808 at Gujarat State in the year 1989 for the purpose of creating a legal mortgage and register the Debenture Trust Deed in the State of Gujarat for Debentures issued on private placement basis to SBI Mutual Fund. Since, the Debenture issued to M/s. SBI Mutual Fund has already been redeemed in full, the above land is now free from all charges.

As the Company has no activity in Gujarat and there is no immediate plan to start any business in Gujarat, the Board of Directors have unanimously considered selling the land at the best price possible to such person(s) or in any manner as the Board may consider appropriate.

The Board of Directors of the Company at its meeting held on 12/08/2015 has, subject to the approval of shareholders and other requisite approvals, approved selling of the immovable property.

Your Directors recommend this resolution for approval of Members. You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instruction set therein.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions, except to the extent of their respective interest as shareholders of the Company.

Place: Chennai.
Date: 12/08/2015

By Order of the Board
For **DYNAVISION LIMITED**

R.P.AGRAWAL
Whole Time Director
DIN-05253615

DYNAVISION LIMITED

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

CIN: L32301TN1973PLC006439

POSTAL BALLOT FORM

(Please read the instructions before filling this form)

Ballot No.

1. Name(s) of the Shareholder(s) / Beneficial Holder(s) :
(including joint holders, if any)
(in block letters)
2. Registered Address of the sole/
First Named Shareholder :
3. Registered Folio No./
DP ID No. / Client ID No. * :
(applicable to investors holding
shares in demit form)
4. No. of Shares held :

Even Electronic Voting Event Number	User ID	Password

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution Under Section 13 of the Companies Act, 2013 for Alteration of Memorandum of Association			
2.	Special Resolution Under Section 180 (1) (a) of the Companies Act, 2013 for approval of Sale / Transfer of Company's immovable property situated at Gujarat			

Place:

Date:

Signature of the Shareholder

(Optional) Email Tel No. Mobile

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to N.Ganesh, Scrutinizer, C/o. Dynavision Limited, 3rd Floor, Jhaver Plaza, No.1A, Nungambakkam High Road, Chennai-600 034 who was appointed by the Board of Directors of the Company in their Meeting held on 12/08/2015.
2. The Postal Ballot form should be completed and signed by the Shareholder, in case of Joint holding, this form should be completed and signed (as per the Specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot form will be rejected.
3. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (b) in the appropriate column.
4. There will be one postal ballot form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
5. Please carefully read the instructions printed in the Postal ballot form and return the form duly completed so as to reach the Scrutinizer on or before the close of working hours between 10.00 a.m. and 5.00 p.m. on 02/10/2015.
6. Postal Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
7. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. This applies to voting by Postal Ballot also.
8. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
9. Where the postal ballot form has been signed by an authorized representative of a Body Corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
10. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filed in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. 26.09.2015.
12. Shareholders are requested not to send any other paper along with the postal ballot form and any extraneous paper found would be destroyed by the Scrutinizer.

E-Voting: Process of e-voting:

13. The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical postal ballot. E-Voting is optional.
14. In case a member has voted through E-Voting facility, he does not need to send the physical postal ballot form. In case a member votes through E-Voting facility as well as sends his vote through physical vote, the vote cast through physical postal ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the postal ballot notice and notes thereto, for detailed instructions with respect to electronic voting.
15. Shareholders are requested to register their e-mail id with Registrar and Transfer Agent (R&TA) M/s. GNSA Infotech Ltd, Nelson Chambers, 4th Floor, F-Block, # 115, Nelson Manickam Road, Aminthakarai, Chennai-600029, Tamilnadu, INDIA.
16. E-voting will commence on Thursday 02nd September, 2015 (9.00 a.m) and ends on Friday 2nd October, 2015 (5.00 p.m).
17. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
18. The Scrutinizer's decision on the validity of the Postal Ballot will be final.