

DYNAVISION LIMITED

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

CIN: L32301TN1973PLC006439

NOTICE TO SHAREHOLDERS

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

Appointment of Statutory Auditors.

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

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

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

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

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

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

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

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

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

Minimum Remuneration:

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

Place: Chennai
Date: 22.05.2017

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

NOTES:

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

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

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

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

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

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

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

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

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

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013

Item No.3 Appointment of Statutory Auditor

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

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

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

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

Item No.4 Loan and Investment Limits

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

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

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

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

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

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

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

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

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

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

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

Place: Chennai
Date: 22.05.2017

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