

DYNAVISION LIMITED

CIN:- L32301TN1973PLC006439

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

Email ID:- dvl@dynavision.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Forty Seventh Annual General Meeting of the Company will be held on Thursday, the 22nd September, 2022 at 12.00 Noon through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditors' Report.
2. To appoint a director in place of Mr. M S Meeramohideen (DIN 00001896) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R. Subramanian & Company LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. R. Subramanian and Company LLP, Chartered Accountants, having registration No. 004137s/ S200041 be and are hereby re-appointed as the Statutory Auditors of the Company for second term of five consecutive years, who shall hold office from the conclusion of this 47th Annual General Meeting till the conclusion of the 52nd Annual General Meeting to be held in the year 2027 on such remuneration as may be mutually decided by the Board of Directors and the Statutory Auditors of the Company."

SPECIAL BUSINESS**4. REAPPOINTMENT OF MR. R P AGRAWAL AS WHOLE-TIME DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS AND FIX REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any modifications or re-enactment thereof, for the time being in force in respect of appointment of a Whole-time Director of a company and in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. R P Agrawal as Whole-time Director for a period of Five years with effect from 1st October, 2022 to 30th September, 2027 on such terms and conditions and on a remuneration as detailed in the explanatory statement annexed hereto with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time.

RESOLVED FURTHER THAT in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board do accept to vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to Mr. R P Agrawal as Whole-time Director in accordance with Section 196, 197, 198 read with Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT Mr. R P Agrawal, shall be liable to retire by rotation in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. M S Meeramohideen, Whole-time Director be and is hereby authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

5. CONTINUATION OF MR. M S MEERAMOHIDEEN AS WHOLE TIME DIRECTOR UPON ATTAINING THE AGE OF 70 YEARS

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

“**RESOLVED THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Whole Time Director by Mr. M S Meeramohideen (DIN: 00001896) upon attaining the age of 70 (Seventy) years on 3rd August 2022, on the existing terms and conditions duly approved in the Annual General Meeting through a Special Resolution passed on 17th September, 2018.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 29th December, 2017 with respect to the appointment of M S Meeramohideen, as Whole Time Director shall continue to remain in full force and effect.

FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. TO ALTER THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to the approval of the Registrar of Companies, Chennai, consent of the Members of the Company be and is hereby accorded to insert the following new sub clauses 9 to 11 after sub clause 8 of Clause of III (A) of Memorandum of Association of the Company.

9. To carry on, manage, supervise and control the business of transmitting, supplying, generating, distributing, trading and dealing in electricity in all forms of energy and power generated by any source whether steam, hydro, tidal, water, wind, solar, coal, hydrocarbon fuel or any other form or kind or description.

10. To carry on in India or abroad the business of manufacturing, trading, establishing, commissioning, operating and maintaining electric power transmission systems / networks, power systems, generating stations based on conventional / non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.

11. To plan, develop, establish, erect, construct, acquire, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, renovate, modernize, work and use power system networks of all types including ultra high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission and distribution centers, systems and networks and to lay cables, wires, accumulators, plants, motors, meters, apparatus, computers, telecommunication and telemetering equipments and other materials connected with generation, transmission, distribution, supply and other ancillary activities relating to the power from any source and to undertake for and on behalf of others all these activities in any manner and to act as liaisoning and consultant for the above.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. M S Meeramohideen, Whole-time Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

7. ENHANCING THE LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all 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 the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the Listing Agreement entered into by the Company with BSE Limited and subject to requisite statutory/regulatory approvals, if any, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise the securities (Equity Shares, Preference Shares, Debentures

(whether convertible or non-convertible)) or any other financial instruments of any body corporate (whether existing or to be formed) (including any subsidiary company(ies)), joint venture(s) etc. in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments proposed to be made by the Board may exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more;

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said acquisition(s), as it deems fit and in the best interest of the Company and take all such steps as may be necessary to complete the same; and

RESOLVED FURTHER THAT Mr. M S Meeramohideen, Whole-time Director of the Company be and is hereby authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in this regard, including filing of the necessary e forms with the Registrar of Companies.”

By Order of the Board
M S MEERAMOHIDEEN
Whole Time Director
DIN-00001896

Place: Chennai
Date: 23rd August, 2022

NOTES:

1. Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (“MCA Circulars”) (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is to be held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the special businesses to be transacted at the 47th AGM is annexed hereto.

3. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India, in respect of the Director retiring by rotation/seeking appointment/re-appointment as mentioned under item no. 2 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking re-appointment.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

5. As the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. In terms of the Provisions of Section 152 of the Companies Act, 2013 Mr. M S Meeramohideen (DIN: 00001896), Director, retires’ by rotation at this Meeting. The Board of Directors of the Company recommend his re-appointment.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.

7. Mr. K Vijaya Ragavan, Advocate, High Court of Chennai (Membership No.MS3454/2010.) has been appointed as the Scrutinizer for conducting the e-Voting process including remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

8. Institutional / corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) intending to authorise their representatives are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization letter shall be sent to the Scrutinizer at advocateragavan@gmail.com by email from the registered email address

9. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose,

the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.

12. The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from **16th September, 2022 to 22nd September, 2022** (Both days inclusive)

13. In line with MCA Circulars and circulars issued by SEBI, the Notice calling the AGM along with the Annual Report for FY22 (“Annual Report”) is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. A Member can request for a physical copy of the Annual Report by sending an e-mail to the Company at dvl@dynavision.in.

Members may note that the Annual Report will also be available on the website of the Company at <https://www.dynavision.in/annual.php>, the website of the stock exchanges i.e., BSE Limited at www.bseindia.com. The Notice is also disseminated on the website of NSDL (agency providing the remote e-voting facility and e-voting during the AGM) at www.evoting.nsdl.com.

For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the e-mail address is not registered with the respective DPs / Company / RTA, Members may register the e-mail addresses by sending e-mail to the Company at dvl@dynavision.in or to RTA at csdstd@integratedindia.in. Please provide the below mentioned details in e-mail:

- For Members holding shares in physical form: folio no., name of shareholder, scanned copy of the share certificate, PAN (self-attested scanned copy of PAN card).

- For Members holding shares in dematerialised form: DP ID & Client ID, name of the shareholder and PAN. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held in dematerialised form and with Company / RTA in case the shares are held in physical form.

14. Statutory registers which are required to be maintained by the company under Companies Act,

2013 and other relevant documents referred to in the Notice will be made available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be made available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to dvl@dynavision.in.

15. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through remote e-voting for the business specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote again.

16. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / list of Beneficial Owners maintained by National Securities Depository Limited (“NSDL”) and CDSL (NSDL and CDSL collectively referred as “Depositories”) as on the cut-off date i.e., **Thursday, 15th September, 2022** (“Cut-off date”).

17. A person, whose name is recorded in the Register of Members / list 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 e-voting during the AGM.

18. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 15th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, 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” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 15th September, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

20. 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 Limited, 2nd floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 quoting their Folio Number(s)

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM

21. The Company has engaged the services of National Securities Depository Limited ('NSDL'). Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL at <https://evoting.nsd.com> following the instructions provided in the notes to the Notice of the AGM.

22. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

23. Members are encouraged to join the Meeting through Laptops for better experience.

24. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

25. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

26. Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of

the Meeting and shall be kept open throughout the proceedings of the Meeting.

27. The facility of participation at the AGM through VC/OAVM will be made available to 1,000 Members only on a first come first served basis.

28. Members requiring any assistance/ support for participation before or during the AGM, can contact NSDL on evoting@nsdl.co.in or can call at toll free no. 1800 1020 990 and 1800 224 430 or can contact evoting@nsdl.co.in

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / QUERIES

29. The members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Thursday, 15th September, 2022 (5:00 pm IST) through email at dvl@dynavision.in by mentioning their name, DP ID and Client ID/ Folio No., email ID, mobile number.

30. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio No., No. of shares, PAN, mobile number at dvl@dynavision.in on or before Thursday, 15th September, 2022 (5:00 pm IST). Those members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

31. All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the meeting screen.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

32. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.

33. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-Voting”). Further, the facility for voting through electronic voting system will also be made available on the day of AGM and members attending the Meeting who have not cast their vote(s) by remote e-Voting will be able to vote on the Meeting day.

34. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Monday, September 19, 2022
End of remote e-Voting	Upto 5:00 p.m. (IST) on Wednesday, September 21, 2022

35. A. A member can opt for only single mode of voting, i.e., through remote e-Voting or during the Meeting.

B. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;

C. The members may please note that the remote e-Voting shall not be allowed beyond the above-mentioned date and time;

D. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, 15th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, 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” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 15th September, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”;

E. A person who is not a member as on the cut-off

date should treat this Notice for information purpose only;

F. 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 e-Voting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;

G. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) i.e. Thursday, 15th September, 2022;

H. The facility for e-voting shall also be available during the AGM and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-Voting.

I. 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 <https://www.evoting.nsdl.com/> to reset the password.

J. To attend to 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.: 1800-1020-990 and 1800-224-430 or send a request at evoting@nsdl.co.in or contact evoting@nsdl.co. Soni Singh, Assitant Manager National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email ID – evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means.

K. The details of the process and manner for remote e-Voting are explained below:

The procedure and instructions for remote e-Voting are given below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining

virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, e-Voting process has been enabled for all the individual demat account holders, by way of single

login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

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.	Users registered for NSDL IDeAS facility:
	1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.
	2. You will be prompted 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.
	3. 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 or joining virtual meeting & voting during the meeting.
	Users not registered for IDeAS e-Services:
	Option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .
	E-voting website of NSDL
	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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
	2. 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.
	3. 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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play   </div>	

Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest,	
	1.	Can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2.	After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	User not registered for Easi/Easiest	
	Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration .	
	Visit the e-Voting website of CDSL	
	1.	Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account.
	2.	After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.	

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Any 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat and / or 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.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsdl.com/](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.
5. 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***

6. 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. 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.
7. 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in your login 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 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.
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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 1020 990 and 1800 22 44 30 or send a request to Soni Singh Assistant Manager at evoting@nsdl.co.in

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.
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. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

E-VOTING RESULT:

36. The Scrutinizer will, after conclusion of e-Voting at the meeting, scrutinize the votes cast at the meeting through e-Voting and remote e-Voting and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman, shall declare the results within 2 working days from the conclusion of the meeting. The said results along with the report of the scrutinizer will also be placed on the website of the Company www.dynavision.in and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

37. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 22, 2022.

38. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.

39. Members who are holding shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof with Integrated Registry Management Services Private Limited, Company's Registrar & Transfer Agents. Members, whose shareholding is in electronic mode are requested to intimate the change of address, registration of e-mail address and updation of bank account details to their respective DPs.

40. 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 2022.

**41. APPEAL TO SHAREHOLDERS :
• DEMAT**

Regulation 40 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended and the SEBI notification dated June 08, 2018, prohibits transfer of shares in physical mode and mandates holding in demat except in case of transmission or transposition. Accordingly, Members are requested to convert the physical holding to demat through Depository Participant. Members are informed that for any changes / updations in the demat account including bank mandate, address, nomination, registration of email ID etc. DPs have to be informed.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) & Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

The following Statement sets out all material facts relating to the Ordinary / Special Business mentioned in the Notice:

ITEM NO. 3

M/s. R. Subramanian and Company LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 42nd Annual General Meeting ('AGM') held on 30th August, 2017 for a period of 5 years, up to the conclusion of 47th AGM. M/s. R. Subramanian and Company LLP are eligible for re-appointment for a further period of 5 years. M/s. R. Subramanian and Company LLP have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. R. Subramanian & Company LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. R. Subramanian and Company LLP, Chartered Accountants, having registration No.004137S/ S200041, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 47th AGM till the conclusion of the 52nd AGM of the Company.

The proposed remuneration to be paid to M/s. R. Subramanian and Company LLP is Rs.2.50 Lakhs, excluding the fees for Certification required under SEBI LODR, other certifications, taxation, applicable taxes and reimbursement of out-of-

pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

R. Subramanian and Company LLP is a firm of Chartered Accountants and operates from its registered office in Chennai and has presence in Bangalore & Delhi. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 4:

Mr. R P Agrawal was re-appointed as Whole-time Director for a period of five years effective from 1st September 2017 in the members meeting held on 30th August 2017 and subsequently, on attaining the age of 70 years, a special resolution was passed to continue his appointment till residual tenure upto 30th September 2022 vide members meeting held on 17th September 2018.

Board at their meeting held on 18th May 2022, considering his rich experience and knowledge, thought it fit to continue his services in the interest of the Company and hence it is proposed his re-appointment for further period of five years effective from 1st October 2022 as Whole-time Director on the following terms and conditions:

Salary : Rs. 89,450/- per month with an increase upto 30% per annum

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.

Hence the Board recommends passing special resolution given in item no.4

A brief profile of Mr. R P Agrawal is furnished as annexure to the notice.

Except Mr. R P Agrawal, none of the Directors, Key Managerial Personnel and the relatives of the Directors are directly concerned or interested, financial or otherwise, in the resolution set out at item no. 4.

ITEM NO. 5

In the Annual General Meeting held on 17th September, 2018 Mr. M S Meeramohideen was reappointed as the Whole time Director for a period of five years from 1st September 2018. Since M S Meeramohideen has attained the age of 70 years now, his appointment as Whole-time Director for the remaining term is required to be passed by special resolution, on the same terms and conditions considered in the Members meeting held on 17th September, 2018.

The Resolution containing terms and conditions of appointment is available in the record of the Company at the Registered Office, for inspection.

Hence the Board recommends passing special resolution given in item no.5

Except Mr. M S Meeramohideen, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolution.

ITEM NO. 6

Your Board has considered from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company requires to be comprehensive to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently

The "Main Object" clause of the Memorandum of Association of the Company is being amended by inserting sub clause 9 to 11 in Clause III (A). The Board at its meeting held on July 25, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013 and the Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

The members may be aware that Company during the last several years has been exploring all avenues to find a comprehensive solution for expansion. In order to make optimum use of funds by venturing

out new projects and to achieve long term strategic and business objectives including expansion into various new areas, your Board of Directors thought fit to enhance their power to invest in these projects.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting, notwithstanding existing investments.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice. The Board recommends the resolution at Item no.7 to be passed as Special Resolution.

ANNEXURE I

AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Particulars	Mr. M S Meeramohideen
	Whole time Director
Date of Birth	03-08-1952 70 years
Date of Appointment	28.04.2000
Qualifications	B.E from Madras University
Expertise in specific functional are as	45 years of 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

Particulars	Mr. R.P. Agrawal
	Whole time Director
Date of Birth	10-02-1948 74 years
Date of Appointment	01-04-2017
Qualifications	B.com from Calcutta University (West Bengal)
Expertise in specific functional are as	55 years of Rich experience in Accounts and Finance
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

Place: Chennai

Date: 23rd August, 2022

By Order of the Board

M S MEERAMOHIDEEN

Whole Time Director

DIN-00001896