



TRANSCRIPT OF THE 15TH ANNUAL GENERAL MEETING (“AGM”) OF TV VISION LIMITED HELD ON WEDNESDAY, SEPTEMBER 07, 2022 AT 11.40 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY

The meeting commenced at 11.40 a.m.

Mr. Markand Adhikari, Chairman and Managing Director, Dr. Ganesh P Raut, Mr. Umakanth Bhyravajoshiyulu, Mr. M Soundara Pandian, Mr. Pritesh Rajgor, Independent Directors, Mrs. Latasha Jadhav, Non-Executive Director, Mr. Santosh Thotam, Chief Financial Officer, Mr. Kailasnath Adhikari, Business head and Mrs. Shilpa Jain, Company Secretary & Compliance Officer, had joined the meeting through VC.

Representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizers also attended the meeting through VC.

Ms. Shilpa Jain, Company Secretary & Compliance Officer of the Company highlighted following points as meeting was conducted through VC/OAVM:

- The registered office of the Company situated at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053, was deemed to be the venue for this AGM and proceedings of the AGM was made and recorded from registered office.
- The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, was made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests at cs@tvvision.in.
- As the AGM was held through VC, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.
- The Company had received requests from few members to register them as speakers at the meeting. The Company had allowed them to speak once the Chairman directed the same.
- As the meeting was convened through VC, resolutions have already been put to vote through remote e-voting and the requirement to propose and second would not be applicable.

Thereafter, she handed over the proceedings to the Chairman of the Company.

Mr. Markand Adhikari, Chairman and Managing Director of the Company, chaired the meeting.

The Chairman informed the members that the AGM was conducted through VC / OAVM and that the AGM was called, convened and conducted in compliance with the provisions of the Act, Secretarial Standards-2 issued by the Institute of Company Secretaries of India and in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).



TV VISION LTD

A SRI ADHIKARI BROTHERS ENTERPRISE

Total 47 (Forty Seven) members were present through VC at the AGM.

As the requisite quorum was present, the Chairman called the meeting to order.

Thereafter, Chairman authorized Mr. Kailasnath Adhikari, Business Head of the Company to conduct the proceedings of the meeting further.

Mr. Kailasnath Adhikari, Business Head introduced all the Directors and Key Managerial Personnel present at the meeting through VC/OAVM.

He also introduced the representatives of the Statutory Auditors, Secretarial Auditors and the Scrutinizer who was present at the meeting through VC/OAVM.

He informed that the Company had received 7 (Seven) Authorized Representations from Bodies Corporates under Section 113 of the Companies Act, 2013 ("the Act") in respect of **86,08,109** Equity shares representing (**23.43%**) of the paid up capital of the Company.

Thereafter, he briefed the business highlights of the Company during the financial year 2021-22.

Thereafter, Ms. Shilpa Jain, Company Secretary of the Company informed the Members that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for electronic voting system (remote e-voting or voting at AGM) and participation in the AGM through VC/OAVM facility. She also informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

Further, she informed that the Board of Directors had appointed M/s. Manish Ghia & Associates, Company Secretaries (FCS 6252), Mumbai as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.

Thereafter, Mr. Kailasnath Adhikari informed that the Notice of the 15th AGM and the Annual Report containing the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022, together with the Board's Report and Auditors' Report thereon along with relevant Notes to Financial Statements were to be taken as read as the same had already been circulated to the members.

He further informed that since the qualifications, observations or adverse comments in the Reports of Statutory Auditor and Secretarial Auditor did not have any material bearing on the functioning of the Company, the same was not required to be read. However, attention of the members was drawn to the reply of the Board of Directors to such observations, which were provided in the Board's Report of the Company and accordingly, the same was taken as read.

Then, the Meeting was taken ahead to the Agenda items as appended in the Notice of the said AGM.



Item No.	Agenda Items	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary

Thereafter, Mr. Kailasnath Adhikari informed that he was interested party for the next agenda item and hence, he requested to Mr. Umakanth Bhyravajoshiyulu, an Independent Director to take the Chair and continue with the proceedings of the meeting.

2	To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Chairman & Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
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Thereafter, Mr. Umakanth Bhyravajoshiyulu, an Independent Director of the Company requested to Mr. Markand Adhikari to resume the Chair and handed over the proceedings to Mr. Kailasnath Adhikari, Business Head of the Company.

Special Business		
3	To re-appoint Dr. Ganesh P. Raut (DIN: 08047742) as an Independent Director of the Company.	Special
4	To re-appoint Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765) as an Independent Director of the Company.	Special
5	To re-appoint Mr. M. Soundara Pandian (DIN: 07566951) as an Independent Director of the Company.	Special

Thereafter, Mr. Kailasnath Adhikari informed that he was again interested party for the next agenda item and hence, he requested to Mr. Umakanth Bhyravajoshiyulu, an Independent Director to take the Chair and continue with the proceedings of the meeting.

6	To ratify the resolution passed for issuance of equity shares on preferential basis	Special
7	To ratify the resolution passed for issuance of convertible warrants on preferential basis	Special
8	To approve related party transaction.	Ordinary

Thereafter, Mr. Umakanth Bhyravajoshiyulu, Independent Director of the Company requested Mr. Markand Adhikari to resume the Chair and handed over the proceedings to Mr. Kailasnath Adhikari.



9	Authority to the Board of Directors to Create, Offer, Issue & Allot Further Securities of the Company.	Special
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Thereafter, the Company Secretary welcomed the shareholders who had registered themselves as speakers to ask questions.

On invitation, members who had registered themselves as speakers, addressed the meeting through VC/ OAVM and sought clarification on the Plan of the Company to make its presence on OTT platform, Impact of 2nd Wave of COVID-19 on the business of the Company and future business plans and road map of the Company for the next 2 years.

Mr. Kailasnath Adhikari responded to all the queries of the members and provided clarifications.

Thereafter, the Company Secretary announced that the voting on the NSDL platform will continue to be available for the next 15 minutes from the conclusion of the AGM. Therefore, members who had not cast their vote were requested to do so.

It was also informed that the voting results shall be announced within 2 (Two) working days of the conclusion of the Meeting. The same shall be intimated to Stock exchanges and also be placed on the website of the Company and NSDL.

The meeting was concluded at 12:22 P.M with a vote of thanks to the Chair by Mr. Pritesh Rajgor, Independent Director of the Company.