

# **DYNAVISION LIMITED**

## **45th Annual Report**

**2019 - 2020**

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#### **BOARD OF DIRECTORS**

Sri.R.P.AGRAWAL  
Sri.M.S.MEERAMOHIDEEN  
Sri. J.NARAYANAMURTY  
Sri. N.GOVINDAN  
Smt. LAKSHMMI SUBRAMANIAN

#### **CHIEF FINANCIAL OFFICER**

Sri.R.P.AGRAWAL

#### **COMPANY SECRETARY**

Mr. P.R.KRISHNAN

#### **AUDITORS**

M/s. R.SUBRAMANIAN & COMPANY LLP  
Chartered Accountants  
New No.6 (36), Krishnaswamy Avenue,  
Luz, Mylapore,  
Chennai - 600 004

#### **BANKERS**

INDIAN OVERSEAS BANK  
CHENNAI- 600 041

#### **RBL BANK**

Anand Business Centre  
105/66, G.N.Chetty Road  
T.Nagar, Chennai - 600017

#### **REGISTERED OFFICE**

3rd Floor, JHAVER PLAZA,  
No.1-A,Nungambakkam High Road,  
Chennai- 600 034  
Phone: 044 - 28263651  
Fax: 044 - 42040995  
Web: www.dynavision.in  
E-mail: dvl@dynavision.in; investors@  
dynavision.in

#### **REGISTRAR & SHARE TRANSFER AGENT** **M/s INTEGRATED REGISTRY MANAGEMENT** **SERVICES PVT LTD**

2nd Floor, Kences Towers,  
No. 1 Ramakrishna Street,  
North Usman Road ,  
T. Nagar, Chennai 600 017  
Ph No. 044 2814 0801 / 0802 /0803  
Fax No. 044 2814 2479  
Email :csds@integratedindia.in;  
corpserv@integratedindia.in

**DYNAVISION LIMITED**

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

**Email:** investors@dynavision.in **Website:** www.dynavision.in

**CIN:** L32301TN1973PLC006439

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Forty- Fifth Annual General Meeting of the Company will be held on Monday, the 21<sup>st</sup> September 2020 through Video Conference (VC) or Other Audio Visual Means (OAVM) at 11.00 a.m. to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts viz. the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri M S Meeramohideen (DIN00001896) who retires by rotation and being eligible, offers himself for re-appointment.

Place: Chennai  
Date: 18/08/2020

By Order of the Board  
**R.P.AGRAWAL**  
Whole Time Director  
DIN-05253615

**NOTES:.**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No.14/2020 dated April 08, 2020 Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. 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.
4. 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.



5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 venue voting on the date of the AGM will be provided by NSDL.
  6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.dynavision.in](http://www.dynavision.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. 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.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [dvl@dynavision.in](mailto:dvl@dynavision.in).
  6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [dvl@dynavision.in](mailto:dvl@dynavision.in). The same will be replied by the company suitably.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

#### **VOTING THROUGH ELECTRONIC MEANS**

The remote e-voting period begins on Friday, the 18<sup>th</sup> September 2020 at 9.00 A.M. and ends on Sunday, the 20<sup>th</sup> September 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### **How do I vote electronically using NSDL e-Voting system?**

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

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

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

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on 'e-Voting' and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b). For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. 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](https://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option

available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **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](mailto:dvl@dynavision.in).

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](mailto:dvl@dynavision.in).

2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the

same person mentioned for Remote e-voting.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [advocateragavan@gmail.com](mailto:advocateragavan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
5. 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 14<sup>th</sup> September 2020.
6. Any person, who acquires shares of the Company and become member of the Company Dynavision Limited after dispatch of the notice and holding shares as of the cut-off date i.e, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer /RTA.
7. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
8. 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.
9. Mr. K VijayaRaagavan, Advocate, High Court of Chennai (Membership No.MS3454/2010.) has been appointed as the Scrutinizer to scrutinize the remote e-voting process at the AGM in a fair and transparent manner.
10. The Scrutinizer after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hrs of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.dynavision.in](http://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.
12. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, as per the SEBI notification No. SEBI/LAD/NRO/GN /2018/24 dated 8th June 2018 and further notification dated 3rd December 2018 that transfer of physical shares will not be processed by the company after 31st March 2019. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
13. The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from 15<sup>th</sup> September 2020 to 21<sup>st</sup> September 2020 (Both days inclusive)
14. 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, 2<sup>nd</sup> floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 quoting their Folio Number(s)

15. 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.
16. 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.
17. 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.
18. Regulation 44(2) of SEBI (LODR) Regulations 2015 permits sending of soft copies of Dynavision Limited annual reports to all those Members who have registered their email addresses for the purpose.

19. 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, no printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2020 would be dispatched

20. 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 2020.

## **22. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr.M S MEERAMOHIDEEN</b>
	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 areas	43 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

Place: Chennai  
Date: 18.08.2020

By Order of the Board  
**R.P.AGRAWAL**  
Whole Time Director  
DIN-05253615

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Forty Fifth Annual Report of Dynavision Limited along with the audited financial statements for the year ended March 31, 2020

**PERFORMANCE FOR THE YEAR**

The Company during the year earned a sum of Rs.754.51 Lakhs as against Rs.737.52 Lakhs of the previous year. The net profit for the year has been Rs.464.73 Lakhs as compared to Rs.459. 83 lakhs of the previous year.

The performance summary is presented herewith.

**FINANCIAL RESULTS**

	Rs. in lakhs	Rs. in lakhs
	2019-2020	2018-2019
<b>Revenue from operations</b>	647.76	658.36
<b>Other income</b>	106.75	79.16
<b>Total income</b>	754.51	737.52
<b>Total expenses</b>	159.78	130.82
Profit/(Loss) before Interest and Depreciation	625.13	634.50
Add/Less: Interest	28.57	25.97
Profit before Depreciation	596.56	608.53
Add/Less: Depreciation	1.83	1.83
Profit/ (Loss) before Tax	594.73	606.70
Exceptional Item	-	-
Tax Expenses -	130.00	146.87
Transfer to Reserve	-	-
Profit / (Loss) carried over to Balance Sheet	464.73	459.83

**STATE OF AFFAIRS OF THE COMPANY.**

At present, the earnings of the Company are through lease rent only. The Company is optimistic of taking up new business/ventures and widen its operations after wiping out the accumulated losses entirely.

During the year under review there is no change in the nature of activity of the Company.

**IMPACT OF COVID**

Since March 2020 the Covid 19 pandemic developed rapidly into a global crisis forcing Government to enforce lock down of all economic activity. For the company the focus immediately shifted to ensuring the health and well being of all employees and on minimising disruption to services.

**SHARE CAPITAL**

The paid up equity share capital of your company as on 31<sup>st</sup> March 2020 was Rs.3,83,79,095/- No additions and alterations to the capital were made during the financial year 2019-2020.

**DIVIDEND:**

Due to accumulated losses still remaining to be wiped off, the net worth of the company is negative and hence, your Board of Directors do not recommend any dividend to the Shareholders for the financial year ended 31.03.2020.

**TRANSFER OF PROFIT TO RESERVES**

The Company has not proposed to transfer any of its profits to reserves in view of the Carried forward losses.

**MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**

There are no material change and events during the financial year

**SIGNIFICANT & MATERIAL ORDER PASSED BY THE REGULATOR OR COURT**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There have been no loan, guarantees and investment given or made by the Company under Section 186 of the Act 2013 during the financial year 2019 – 2020,

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**