



DYNAVISION LIMITED



**48th ANNUAL
REPORT
2022 - 2023**

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BOARD OF DIRECTORS

1. Mr. R.P.AGRAWAL
2. Mr. M.S.MEERAMOHIDEEN
(upto 7th August 2023)
3. Mr. J.NARAYANAMURTY
4. Mr. N.GOVINDAN
5. Mrs. LAKSHMMI SUBRAMANIAN
6. Mr. A. SUDHEER REDDY
(w.e.f. 12th October 2022)
7. Mr. HARSHAD REDDY
(w.e.f 7th August 2023)

CHIEF FINANCIAL OFFICER

Mr. R.P.AGRAWAL

COMPANY SECRETARY

Mrs. V JAYASHREE

AUDITORS

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

BANKERS

INDIAN OVERSEAS BANK

Thiruvanniyur,
Chennai- 600 041

RBL BANK

T.Nagar,
Chennai - 600017

REGISTERED OFFICE

Apex Plaza, 5th Floor,
No. 3, Nungambakkam High Road,
Chennai – 600034, Tamil Nadu.
Phone: 044 - 28263651
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: csdstd@integratedindia.in
corpserv@integratedindia.in

DYNAVISION LIMITED

CIN:- L31100TN1973PLC006439

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

Email ID:- dvl@dynavision.in Website : www.dynavision.in**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Forty Eighth Annual General Meeting of the Company will be held on Tuesday, the 26th day of September, 2023 at 11.30 A.M. 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 financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors ("the Board") and auditors thereon.

2. To appoint a director in place of Mr. R.P. Agrawal (DIN 05253615) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. TO REGULARISE THE APPOINTMENT OF MR. A. SUDHEER REDDY AS THE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee, Mr. A. Sudheer Reddy (DIN:07184171) who was appointed as an Additional Director of the Company with effect from 12th October 2022 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received

a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. R. P. Agrawal, 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."

4. TO REGULARISE THE APPOINTMENT OF MR. HARSHAD REDDY AS THE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee, Mr. Harshad Reddy (DIN: 02364798) who was appointed as an Additional Director of the Company with effect from 7th August 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non- executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. R. P. Agrawal, 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. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY M/S. DYNAVISION GREEN SOLUTIONS LIMITED UNDER SECTION 185 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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s. Dynavision Green Solutions Limited (any person in whom any of the director of the company is interested), up to a sum not exceeding Rs.100 Crores [Rupees One Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.”

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

Place: Chennai
 Date: 9th August, 2023

NOTES:

1. The Ministry of Corporate Affairs (‘MCA’), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 10/2022 dated 28th December, 2022 (‘MCA Circulars’), has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means (‘VC/OAVM’) till 30th September, 2023.

In accordance with the said MCA Circulars and applicable provisions of the Act, the 48th AGM of the Company shall be conducted through VC/OAVM. National Securities Depositories Limited (‘NSDL’) will be providing facilities in respect of:

- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/OAVM facility;
- (c) e-voting during the AGM.

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 48th AGM is annexed hereto.

3. 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.

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

5. In terms of the Provisions of Section 152 of the Companies Act, 2013 Mr. R. P. Agrawal (DIN: 05253615), 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 except Mr. R.P.Agrawal is in any way concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.

6. 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.

7. Mr. K VijayaRagavan, 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 and to evoting@nsdl.co.in. by email from the registered email address .

9. The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from **20th September 2023 to 26th September 2023** (Both days inclusive)

10. 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.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:

11. In line with MCA Circulars and circulars issued by SEBI, the Notice calling the AGM along with the Annual Report for FY23 ("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 NDSL (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., signed copy of request letter, 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.

12. 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

13. 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.nsdl.com> following the instructions provided in the notes to the Notice of the AGM.

14. 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.

15. 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.

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

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

18. 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.

19. 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.

20. 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.

21. 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. 022 - 4886 7000 and 022 - 2499 7000 or can contact evoting@nsdl.co.in

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / QUERIES

22. 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 Tuesday, 19th September, 2023 (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.

23. 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 Tuesday, 19th September, 2023 (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.

24. 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:

25. 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.

26. 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.

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

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Saturday, September 23, 2023
End of remote e-Voting	Upto 5:00 p.m. (IST) on Monday, September 25, 2023

28. 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. Tuesday, 19th September, 2023, 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. 022 - 4886 7000 and 022 - 2499 7000. 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. Tuesday, 19th September, 2023 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. 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., Tuesday, 19th September, 2023 ("Cut-off date").

G. 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;

H. 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. Tuesday, 19th September, 2023;

I. 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.

J. 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.

K. 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.

L. 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 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Pallavi Mhatre, Assistant 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.

M. 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/SecureWebIdeasDirectReg.jsp .