

2nd September, 2017

To
The Manager – Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir,

Symbol: TVVISION

Sub: Intimation of 10th Annual General Meeting to be held on Monday, 25th September, 2017 and Book Closure.

With reference to the above captioned subject, we wish to inform you that the 10th Annual General Meeting of the Company will be held on Monday, 25th September, 2017 at 12:45 p.m. at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053. A copy of the Notice of 10th Annual General Meeting alongwith Attendance Slip and Proxy Form is enclosed with this letter.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive). Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For TV Vision Limited


Nirali Shah
Company Secretary and Compliance Officer
ACS No.: 37743



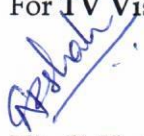
(Encl: As above)

Attn. Market Operations Department

Name of the Company: TV Vision Limited

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
TVVISION	Equity	Tuesday, 19 th September, 2017	Monday, 25 th September, 2017	N.A.	Annual General Meeting

For TV Vision Limited


Nirali Shah
Company Secretary and Compliance Officer
ACS No.: 37743



CIN: L64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053

Tel.: 91-22-40230000 **Fax:** 91-22-26395459 **Email:** cs@tvvision.in **Website:** www.tvvision.in

NOTICE

Notice is hereby given that the **10th (Tenth) Annual General Meeting** of the members of **TV Vision Limited** will be held on **Monday, 25th September, 2017 at 12:45 p.m.** at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the year ended 31st March, 2017 together with the Board's Reports and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W), as approved by the members at the 8th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of 8th Annual General Meeting upto the conclusion of 11th Annual General Meeting and to fix remuneration for the financial year ending 31st March, 2018.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the resolution passed by the members at the 8th Annual General Meeting (AGM) held on 26th September, 2015, for appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of 8th AGM upto the conclusion of 11th AGM to be held for the financial year ending 31st March, 2018, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. A.R. Sodha & Co., Chartered Accountants, Mumbai, to hold office from the conclusion of 10th AGM till the conclusion of 11th AGM and the Board of Directors of the Company be and is hereby authorized to fix the Auditor's remuneration, as may be agreed upon between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

4. RE-DESIGNATION OF MR. GAUTAM ADHIKARI AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with 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), approval of members be and is hereby accorded to re-designate Mr. Gautam Adhikari from Chairman and Non-Executive Director of the Company to Chairman and Whole Time Director of the Company for a period of 5 (Five) years w.e.f 22nd August, 2017 to 21st August, 2022 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakh Only) per month (inclusive of all perquisites and allowances).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to this Resolution."

5. PAYMENT OF REMUNERATION TO MR. RAVI ADHIKARI AS A CREATIVE DIRECTOR, FOR HOLDING OFFICE OR PLACE OF PROFIT/EMPLOYMENT IN THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 ("the Act") read with Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ravi Adhikari, as Creative Director of the Company, (relative of Mr. Gautam Adhikari, Chairman & Whole Time Director of the Company) for holding office or place of profit/employment, with effect from 1st October, 2017, not exceeding ₹ 4,00,000/- (Rupees Four Lakh Only) per month (inclusive of all perquisites and allowances).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required for the purpose of giving effect to this Resolution."

6. PAYMENT OF REMUNERATION TO MR. KAILASNATH ADHIKARI AS A CORPORATE COMMUNICATIONS HEAD – PERSONAL RELATIONS OFFICER, FOR HOLDING OFFICE OR PLACE OF PROFIT/EMPLOYMENT IN THE COMPANY

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 ("the Act") read with Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Kailasnath Adhikari, as a Corporate Communications Head – Personal Relations Officer of the Company, (relative of Mr. Markand Adhikari, Managing Director of the Company) for holding office or place of profit/employment, with effect from 1st October, 2017, not exceeding ₹ 4,00,000/- (Rupees Four Lakh Only) per month (inclusive of all perquisites and allowances).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required for the purpose of giving effect to this Resolution."

7. AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE, OFFER, ISSUE & ALLOT FURTHER SECURITIES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the Listing Agreement/s entered into by the Company with the Stock Exchange(s) where the Company's shares are listed and subject to any other necessary approval, consent, permission and/or sanction of the Securities and Exchange Board of India (**"SEBI"**), Government of India (**"GOI"**), Reserve Bank of India (**"RBI"**), Foreign Investment Promotion Board (**"FIPB"**), Department of Industrial Policy & Promotion (**"DIPP"**) and/or any other appropriate authorities, including Banks, Financial Institutions or other Creditors; subject to the provisions of the Foreign Exchange Management Act, 1999 (**FEMA**), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, as amended and all applicable regulations framed and notifications issued there under; SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**"SEBI Regulations"**), including the guidelines for Qualified Institutional Placement prescribed in Chapter VIII thereof; subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee(s) constituted /to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in the course of one or more public/private offerings in domestic and/or in the course of international offerings with or without green shoe options, equity shares (including Qualified Institutions Placement (**QIPs**) under ICDR Regulations) and/or equity shares through Global Depository Receipts (**GDRs**) and/or American Depository Receipts (**ADRs**) or Foreign Currency Convertible Bonds (**FCCBs**) and/or other securities convertible into equity shares at the option of the Company and/or holder(s) of such securities and/or securities linked to equity shares and/or securities including non convertible debentures with warrants or other securities with or without warrants, which may be either detachable or linked and which warrant has a right exercisable by the warrant holder to subscribe for equity shares and/or any instruments or securities representing either equity shares and/or convertible securities linked to equity shares (including the issue and allotment of equity shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred as "securities") to eligible investors under applicable laws, regulations and guidelines whether residents or non residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and/or multilateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise and whether or not such investors are members of the Company, through Prospectus and/or Letter of Offer or Circular and/or on public and/or private/preferential basis, such issue and allotment to be made at such times/intervals, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of securities provided that the total amount raised through the issuance of such securities shall not exceed ₹ 500/- Crore (Rupees Five Hundred Crore Only) or its equivalent in one or more currencies, including premium if any, as may be decided by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into Equity Shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out under the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank *pari passu* with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue

of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.

8. **APPROVAL OF THE EMPLOYEE STOCK OPTION SCHEME 2017 AND GRANT OF THE EMPLOYEE STOCK OPTIONS UNDER THE PLAN**

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1)(b) and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), approval and consent of the Members of the Company ("Shareholders") be and is hereby accorded to the **'TVL Employees Stock Option Scheme 2017'** (hereinafter referred to as the TVL ESOP 2017" or "the Scheme"), the salient features whereof are furnished in the statement pursuant to provisions of Section 102 of the Companies Act, 2013 in this Notice and to the Board to create, offer and grant from time to time upto 2,00,000 (Two Lakh) Employees stock options (Options) being not exceeding 0.6% approximately of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent Employees including Directors of the Company [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the Scheme, exercisable into not more than 2,00,000 (Two Lakh) fully paid-up equity shares in the Company in aggregate of the face value of ₹10/- (Rupees Ten Only) each at such price or prices, in one or more tranches and on such terms and conditions, as maybe determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon, determine the detailed terms and conditions of various Schemes under the Plan, including but not limited to the terms or combinations of the terms subject to which the Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse, treatment of lapsed options as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders "Additional Shares"), the ceiling as aforesaid of 2,00,000 (Two Lakh) options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares or other relevant securities of the Company are either sub-divided, re-consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (Rupees Ten Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate TVL ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of TVL ESOP 2017 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to TVL ESOP 2017.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under TVL ESOP 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorised to do the following for and on behalf of the Company without being required to specifically seek any further consent or approval of shareholders of the Company to the end and intent that they shall deemed to have given their approval thereto expressly by the authority of this Resolution to seek statutory or such other approvals as may be necessary for the implementation of the TVL ESOP 2017; to dispose of from time to time, such Options as are not exercised, in such manner, as the Board may deem fit in its absolute discretion; to enter into and execute all such arrangements as the case may be with any advisors, bankers, depositories, custodians and other intermediaries (the "Agencies") in relation to the Plan and the schemes to be issued thereunder and to remunerate any of the Agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services rendered; to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the schemes at any stage including at the time of listing of the equity shares issued herein; to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements; and

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint such personnel to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution."

By Order of the Board of Directors

Nirali Shah
Company Secretary & Compliance Officer
ACS No. 37743

Place: Mumbai
Date: 22nd August, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**the Act**"), in respect of the special businesses is annexed hereto and forms part of this Notice.
3. Members / Proxies are requested to bring in their duly filled in Attendance slip along with their copy of Annual Report to the Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the AGM (including through e-voting).
4. Brief resume of Directors proposed to be re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice. The Company is in receipt of relevant disclosures/consents from the Director pertaining to his appointment.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, will be open for inspection for the members during the AGM.
6. Pursuant to Section 91 of the Act, Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents ("**RTA**") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
8. Members are requested to forward all Share Transfers and other communications, correspondence to the **RTA – M/s. Sharex Dynamic (India) Private Limited**, Unit: TV Vision Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072 and members are further requested to always quote their Folio Number in all correspondences with the Company.
9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services.
10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
11. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
13. Securities Exchange Board of India ("**SEBI**") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT Form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
14. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

15. To comply with the provision of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.

Members are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/e-mail.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

16. The Notice of the 10th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the courier.
17. Route Map for the venue of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report and are also made available on the website of the Company i.e. www.tvvision.in.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 10th AGM of the Company, dated 22nd August, 2017 (the AGM Notice).

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 10th AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for scrutinizing the e-voting and the voting process at the AGM in fair and transparent manner.

E- Voting is optional

The instructions for e-voting are as under:

- (A) In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
- Open e-mail and open PDF file viz: "e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
 - Click on Shareholder-login.
 - Put your user ID and password. Click Login.
 - Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep the password confidential.
 - Home page of e-voting opens. Click on e-voting: "Active Voting Cycles".
 - Select **"EVEN" of "TV Vision Limited"**.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify the vote.

10TH ANNUAL REPORT 2016-2017

- I. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through E-mail at scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in; mentioning in subject line "E-voting for 10th AGM of TV Vision Limited".
- (B) In case of member receiving physical copy of the Notice of AGM by courier [members whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip:
- | EVEN (E-Voting Event Number) | User ID | Password/PIN |
|------------------------------|---------|--------------|
| | | |
- ii. Please follow all steps from Sr. No. (b) to (l) above, to cast vote.
- (C) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

Other Instructions:

- a. The e-voting period begins on Friday, 22nd September, 2017 (10:00 am) and ends on Sunday, 24th September, 2017 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. 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 i.e. Monday, 18th September, 2017. 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 cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 18th September, 2017 may obtain the login ID and Password by sending a request at evoting@nsdl.co.in.
- d. If you have 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.
- e. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- f. M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting through poll papers and e-voting process in fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted votes by availing the e-voting facility.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and through e-voting process, will, not later than 48 hours of conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.tvision.in and on the website of the NSDL www.evoting.nsdl.com. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

In pursuance of the provisions of Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI, details of Director (s) seeking re-appointment at the ensuing Annual General Meeting are as under:

Name of the Director	Mr. Markand Adhikari	Mr. Gautam Adhikari
DIN	00032016	00026444
Date of Birth (Age)	26 th August, 1957 (60 years)	23 rd September, 1950 (67 years)
Nationality	Indian	Indian
Date of Appointment as Director	30 th July, 2007	30 th July, 2007
Designation	Managing Director	Chairman & Whole Time Director
Qualification	Intermediate in Arts from University of Mumbai	Diploma in Commercial Art from Govt. of Maharashtra – Higher Art Examinations.
Experience/ Expertise	He is having an experience of more than 30 years in the Media & Entertainment Industry	He is having an experience of more than three decades in the Media & Entertainment Industry
Terms and Conditions of Appointment or Re-appointment	There is no change in terms of appointment	5 (Five) years w.e.f 22 nd August, 2017 to 21 st August, 2022
Remuneration sought to be paid	₹ 3,00,000/- per month	₹ 3,00,000/- per month
Remuneration last drawn	₹ 3,00,000/- per month	Nil
Number of Meetings of the Board attended during the year	11 (Eleven)	11 (Eleven)
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Not Applicable
Shareholding in the Company (Equity Shares of ₹ 10/- each)	54,96,630 Equity Shares	41,93,129 Equity Shares
List of Directorship held in other Companies	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited 2. SAB Events & Governance Now Media Limited 3. Krishna Showbiz Services Private Limited 4. HHP Broadcasting Services Private Limited 5. UBJ Broadcasting Private Limited 6. Titanium Merchant Private Limited 7. Global Showbiz Private Limited 8. SAB Global Entertainment Media Private Limited 9. Prime Global Media Private Limited 10. SABGroup Content Network Private Limited (Formerly known as "Magnificent Media Vision Private Limited") 11. Marvel Media Private Limited 12. SAB Media Networks Private Limited 13. SAB Entertainment Network Private Limited 14. Dream Merchant Content Private Limited 15. Sri Lotus Value Realty Private Limited 16. MPCR Broadcasting Service Private Limited 	<ol style="list-style-type: none"> 1. Sri Adhikari Brothers Television Network Limited 2. Krishna Showbiz Services Private Limited 3. HHP Broadcasting Services Private Limited 4. UBJ Broadcasting Private Limited 5. Titanium Merchant Private Limited 6. Global Showbiz Private Limited 7. SAB Global Entertainment Media Private Limited 8. Prime Global Media Private Limited 9. SABGroup Content Network Private Limited (Formerly known as "Magnificent Media Vision Private Limited") 10. Marvel Media Private Limited 11. SAB Media Networks Private Limited 12. SAB Entertainment Network Private Limited 13. Dream Merchant Content Private Limited 14. Sri Lotus Value Realty Private Limited 15. MPCR Broadcasting Service Private Limited
List of Chairmanship(s) and membership(s) in other Companies	Nil	Chairmanship: Nil Membership: <ol style="list-style-type: none"> 1. Audit Committee - Sri Adhikari Brothers Television Network Limited
Relationship with other Directors of the Company	Brother of Mr. Gautam Adhikari, Chairman & Whole Time Director	Brother of Mr. Markand Adhikari, Managing Director

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

Mr. Gautam Adhikari aged 67 years has rich experience of more than three decades in the field of Media & Entertainment Industry. Mr. Gautam Adhikari is a diploma holder in Commercial Art from Government of Maharashtra, Higher Art Examinations. He is associated with the Company since its inception and his creative vision continues to guide the Company to set newer milestones.

Upon receipt of recommendation from the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 22nd August, 2017, re-designated Mr. Gautam Adhikari from Chairman and Non-Executive Director to Chairman and Whole Time Director of the Company for a period of 5 (Five) years w.e.f 22nd August, 2017 to 21st August, 2022 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakh Only) per month (inclusive of all perquisites and allowances) subject to the approval of the members of the Company.

The Board Recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval of the shareholders.

Except Mr. Gautam Adhikari, being an appointee and Mr. Markand Adhikari, relative of the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 5 & 6:

Mr. Ravi Adhikari is a media professional and has worked and is being trained under the umbrella of his illustrious father Mr. Gautam Adhikari in many of his projects. He represents the young dynamic and changing face of the Company. He is the interface between the Company and the Directors, actors and technical teams. He is an integral part of the core team in taking a project from the concept to creation.

Mr. Kailasnath Adhikari is a Master of Commerce from Mumbai University and MSC in Accounting Organization and Institution from London School of Economics and Political Science. He has worked with the erstwhile Planning Commission of India. The Company proposed him to be appointed as a Corporate Communication Head - Personal Relations Officer of the Company subject to approval of the members of the Company.

The Board of Directors at their meeting held on 22nd August, 2017, and on recommendation of Nomination and Remuneration Committee and on approval of Audit Committee of the Company, approved the payment of remuneration to:-

- Mr. Ravi Adhikari, (Relative of Mr. Gautam Adhikari, Chairman & Whole Time Director of the Company) as Creative Director of the Company, for holding office or place of profit/employment, with effect from 1st October, 2017, not exceeding ₹ 4,00,000/- (Rupees Four Lakh Only) per month (inclusive of all perquisites are allowances).
- Mr. Kailasnath Adhikari, (Relative of Mr. Markand Adhikari, Managing Director of the Company) as Corporate Communications Head – Personal Relations Officer of the Company for holding office or place of profit/employment, with effect from 1st October, 2017, not exceeding ₹ 4,00,000/- (Rupees Four Lakh Only) per month (inclusive of all perquisites are allowances).

Mr. Ravi Adhikari and Mr. Kailasnath Adhikari are related parties within the definition of Section 2(76) of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 188(1)(f) of the Act, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, payment of remuneration to any office or place of profit of the Company at a monthly remuneration exceeding ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) requires prior approval of the members of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 5 and 6 of the Notice for approval of the shareholders.

Except Mr. Gautam Adhikari and Mr. Markand Adhikari, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No.: 7

The Company's Broadcasting Business is growing at a rapid pace. The Company currently operates 5 (Five) TV channels and with the success of the launched channels, the Company intends to expand further in the Broadcasting Space and new age media. The requirement of funds is proposed to be met from both equity and debt from issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management.

To meet the capital expenditure, long term working capital requirements, other requirements arising out of expansion of business activities, and for general corporate purposes including but not limited to repayment or prepayment of loans taken, the Company proposes to mobilize the funds by way of offer / issue and allot in the course of international/ domestic offering(s) in one or more tranches to foreign investors/ domestic financial institution/ mutual funds/ other eligible entities, equity shares of nominal value of ₹ 10/- each or equity shares underlying securities in the form of QIP(s) / GDR(s) / ADR(s) / FCCB(s) and/ or any other permitted instruments/ securities convertible into equity shares (at a later date as may be determined by the Board of Directors) for an aggregate value not exceeding ₹ 500 /- Crore (Rupees Five Hundred Crore Only).

The detailed terms and conditions of the offer will be determined in consultation with Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required to be consulted by the company considering the prevailing market conditions and other relevant factors.

Pursuant to provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, Company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the Special Resolution. If approved by shareholders, QIP issue shall be completed within one year from the date of passing of Special Resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the shareholders of the Company to offer, create, issue and allot the above Securities, in one or more tranches, to Investors inter alia through QIP by way of private placement or otherwise and to authorize the Board of Directors (including any Committee(s) thereof authorized for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discounts as may be permitted under said SEBI Regulations.

The proposed resolution is an enabling resolution conferring authority on the Board of Directors to cover all the present and future contingencies and corporate requirements in terms of Section 41, 42, 62 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time and the Listing Regulations, which requires that new shares are first to be offered on pro-rata basis to the existing shareholders of the Company, unless the shareholders at a general meeting decides otherwise by passing a special resolution.

The Board recommends the Special Resolution as set out at Item no. 7 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No 8:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based Compensation Schemes are an effective tool to reward the employees (including Directors) of the Company in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources in the organisation and for the benefit of the present and future employees of the Company. With this objective in mind, your Company intends to implement TVL Employees Stock Option Scheme 2017 (TVL ESOP 2017) for the aforesaid employees. The Company seeks members' approval in respect of TVL ESOP 2017 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). The main features of the TVL ESOP 2017 are as under:

a. Brief description of the Scheme(s)

The TVL ESOP 2017 encourages a long term and committed involvement of the Employees in the management and future of the Company. The objective of the Scheme is to encourage ownership of the Company's equity by its Employees on an ongoing basis. The Scheme is intended to reward the employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme will enable the Company to attract and retain the best available talent by making them partners in business and its growth. The Scheme seeks to grant to the Employees, options convertible in to equal number of Equity Shares of ₹ 10/- (Rupees Ten Only) each of the Company. It further empowers the Board of Directors or such Committee including the Nomination and Remuneration Committee or such officers of the Company to whom the Board may delegate these powers) to amend, vary or modify the terms and conditions pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, to make adjustments as may be required and to the extent permissible in law for dividends, bonus and other rights that may accrue in respect of the options granted.

b. Total number of options, shares or benefits to be granted

The total number of options granted under TVL ESOP 2017 shall not exceed 2,00,000 (Two Lakh) number of options convertible in to equivalent number of Equity shares of ₹ 10/- (Rupees Ten Only) each approximately equivalent to 0.6% of the present issued equity share Capital of the Company.

In the event the Options are not Exercised within the Exercise Period, they shall automatically stand Lapsed and shall cease to be valid and treated as forfeited.

In case of any corporate action (s) such as rights issues, bonus issues, merger, demerger and sale of division and other activities as defined in the TVL ESOP 2017, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 2,00,000 (Two Lakh) equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

c. Classes of Employees entitled to participate in the scheme(s)

Following classes of employees are entitled to participate in TVL ESOP 2017:

- a. Permanent employees of the Company working in India or out of India;
- b. Directors and Key Managerial Personnel of the Company; and
- c. Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

Options may be granted to such employees as decided by the Board in compliance with the applicable laws from time to time.

d. Requirements of vesting and period of vesting

Options granted under this Scheme would vest based upon the performance criteria or any other criteria as may be decided by the Nomination and Remuneration Committee and specified in the grant letter. The vesting period shall commence any time after the expiry of one year from the date of Grant of such options and shall end over a maximum period of Five years from the Grant date.

e. Maximum period (subject to Regulation 18(1) or 24(1) of the Regulations, as the case may be) within which the options shall be vested

The maximum period within which options granted under TVL ESOP 2017 shall vest would not be more than five years from the date of grant of such options.

f. Exercise price

The price payable by the Eligible Employee(s) for Exercising the Options Granted in pursuance of this Scheme shall be ₹ 10/- (Rupees Ten Only) per equity share.

g. Exercise period and process of exercise

The options granted may be exercised by the Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time in accordance with the TVL ESOP 2017.

The Options will be exercisable by the Options Grantees by a written application to the Company to exercise the same in such manner, and on execution of such documents, as prescribed in the TVL ESOP 2017 or as may be additionally prescribed by the Nomination and Remuneration Committee and from time to time. The Options will lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of Employees for the scheme(s)

The appraisal process for determining eligibility of the employees shall be decided by the Nomination and Remuneration Committee under TVL ESOP 2017 and will be based on criteria such as grade of the employee, past performance, future potential and such other criteria determined by the Nomination and Remuneration Committee ('the Committee') is entitled to review the criteria and eligibility of the Employees for grant of options.

i. Maximum number of options to be issued per Employee and in aggregate

The number of options that may be granted to any specific employee under the TVL ESOP 2017, during any one year, shall be not more than 1% of the outstanding issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options unless approval of the shareholders by way of a separate resolution has been taken.

j. Maximum quantum of benefits to be provided per Employee under the Scheme

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the Shares as on the date of exercise.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme is to be implemented and administered directly by the Company without forming or involving any trust.

l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The Scheme involves issue of new shares against exercise of options by the Company. Hence, there will not be any secondary acquisition.

m. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc

Since scheme is not administered through trust, hence not applicable.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme(s)

Not Applicable

o. Statement for confirmation to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits) Regulation, 2014

The Company shall comply with the accounting policies specified in the requirements of the 'Guidance Note on Accounting for Employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by

the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under the SEBI SBEB Regulations then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

p. Lock in period for options:

The shares issued under this Scheme may be subject to such lock-in restrictions, if required under applicable laws and/or if determined by the Nomination and Remuneration Committee from the date of the allotment of Shares under this Scheme.

q. Method which the Company shall use to value its options

Intrinsic Value method or any other method as may be prescribed by the applicable accounting standards or other statutory provisions from time to time.

The compensation cost for the Options Granted shall be computed in accordance with Applicable Law.

r. Other Terms

TVL ESOP 2017 does not envisage secondary acquisition of equity shares of the Company.

The Company may vary, modify or alter the terms of TVL ESOP 2017 in compliance with the SEBI SBEB Regulations and Accounting standards TVL ESOP 2017 shall continue to be in force until the earlier of the two events:

- (i) its termination by the Board or
- (ii) the date on which all of the Options available for Grant under the Scheme have been Granted and Exercised, in accordance with the Scheme.

A draft copy of the TVL ESOP 2017 is available for inspection at the Company's Corporate Office on all working days till the date of the Annual General Meeting.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with the SEBI SBEB Regulations any proposal involving issue of options or any other instruments, resulting in issue of shares, needs to be approved by the members by passing a Special Resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 8 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution except to the extent of their entitlements, if any, under the TVL ESOP 2017.

By Order of the Board of Directors

Place: Mumbai
Date: 22nd August, 2017

Nirali Shah
Company Secretary & Compliance Officer
ACS No. 37743

CIN: L64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053

Tel.: 91-22-40230000 **Fax:** 91-22-26395459 **Email:** cs@twision.in **Website:** www.twision.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

10TH ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017

Name of the Member(s):	
Name(s) of the Joint Holder, if any:	
Registered address:	
E-mail ID:	
Folio No./DP ID*/Client ID (*Applicable to investors holding shares in Dematerialized Form)	

I/We being a member(s) of Shares of the above named Company hereby appoint:

(1) Name

Address.....

Email Id:..... Signature..... or failing him/her;

(2) Name

Address.....

Email Id:..... Signature..... or failing him/her;

(3) Name

Address.....

Email Id:..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 12:45 p.m. at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	Against	Abstain
	Ordinary Business:			
1	Ordinary Resolution for adoption of Audited Financial Statements (including the Consolidated Audited Financial Statement) for the year ended 31 st March, 2017 along with Board's Reports and Auditors' Report thereon.			
2	Ordinary Resolution for appointment of a Director in place of Mr. Markand Adhikari, (DIN: 00032016) Managing Director who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for ratification the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of 8 th Annual General Meeting until the conclusion of 11 th Annual General Meeting and to fix their Remuneration.			
	Special Business:			
4.	Ordinary Resolution for re-designation of Mr. Gautam Adhikari as Chairman and Whole Time Director of the Company.			
5.	Ordinary Resolution for payment of remuneration to Mr. Ravi Adhikari as a Creative Director, for holding office or place of profit/employment in the Company.			
6.	Ordinary Resolution for payment of remuneration Mr. Kailasnath Adhikari as a Corporate Communications Head – Personal Relations Officer, for holding office or place of profit/employment in the Company.			
7.	Special Resolution for authority to the Board of Directors to create, offer, issue & allot further securities of the Company.			
8.	Special Resolution for approval of the Employee Stock Option Scheme 2017 and grant of the Employee Stock Options under the Plan.			

Signed this day of, 2017 Signature of shareholder(s) Signature of Proxy holder(s)	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> Affix Revenue Stamp Re.0.15 </div>
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Note:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.

CIN: L64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053

Tel.: 91-22-40230000 **Fax:** 91-22-26395459 **Email:** cs@tvvision.in **Website:** www.tvvision.in

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Registered Folio / DP ID & Client ID	
Name of the Shareholder(s)	
Father's / Mother's / Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail ID	
PAN or CIN (in case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. "Sharex Dynamic (India) Pvt. Ltd." : Unit No. 1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai -400072.

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For TV Vision Limited

Gautam Adhikari
Chairman
DIN: 00026444



CIN: L64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053.

Tel.: 91-22-40230000 **Fax:** 91-22-26395459 **Email:** cs@tvvision.in **Website:** www.tvvision.in

ATTENDANCE SLIP

10th ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s) Joint Holder 1 Joint Holder 2	
No. of share(s) held	

I/We hereby record my/our presence at the 10th Annual General Meeting of the members of the Company held at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri West – Mumbai 400 053, on Monday, 25th September, 2017 at 12:45 p.m.

.....
Member's/Proxy's name **(in Block Letters)**

.....
Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE HALL OF THE MEETING**.
2. Please read the instructions for E-Voting given along with this Notice. The E-Voting period commences from Friday, 22nd September, 2017 (10:00 a.m.) and ends on Sunday, 24th September, 2017 (5:00 p.m.). The E-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING

