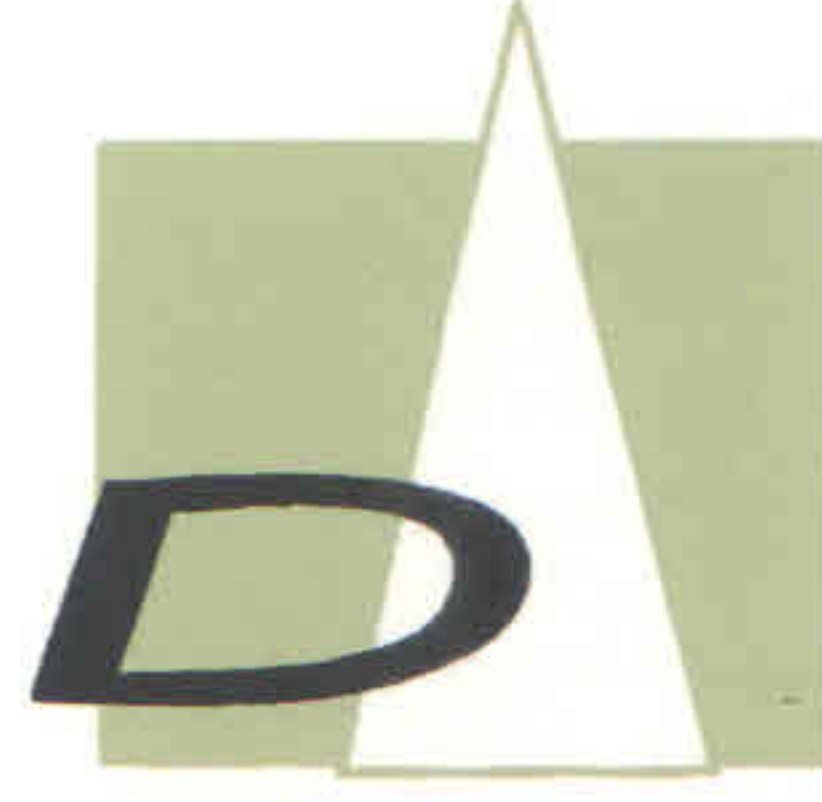


CIN : L32301TN1973PLC006439



DYNAVISION LIMITED  
Jhaver Plaza, 3rd Floor,  
No. 1-A, Nungambakkam High Road,  
Chennai - 600 034. INDIA  
Ph : 044 - 28263651  
FAX : 044 - 42040995  
E-mail : dvl@dynavision.in  
Website : www.dynavision.in

16.08.2016

Department of Corporate Services  
Bombay Stock Exchange Limited  
22<sup>nd</sup> Floor,  
Phiroze Jee Jee Bhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sirs,

**Scrip Code : BSE: 517238**  
**Sub: Submission of ANNUAL REPORT for the year 2015-16**  
**under Reg. 34(1) of SEBI (LODR Regulation 2015)**

Pursuant to Regulation 34(1) of SEBI (**LODR Regulation 2015**), enclosed please find the soft copy of the Annual Report for the year ended 31.03.2016, for your reference and record.

Kindly acknowledge receipt.

Thanking you,  
Yours faithfully,  
for **DYNAVISION LIMITED**

**P.R.KRISHNAN**  
**COMPANY SECRETARY**

Encl: as above



# **DYNAVISION LIMITED**

## **Annual Report**

**2015 - 2016**

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		<b>BOARD OF DIRECTORS</b>
		Sri.R.P.AGRAWAL Sri.M.S.MEERAMOHIDEEN Sri. J.NARAYANAMURTY Sri. N.GOVINDAN Smt.LAKSHMMI SUBRAMANIAN
		<b>COMPANY SECRETARY</b> MR. P.R.KRISHNAN
		<b>AUDITORS</b> M/s.P.CHANDRASEKAR Chartered Accountants New No.6, 2nd Floor, Krishnaswamy Avenue, Luz, Mylapore, Chennai - 600 004
		<b>BANKERS</b> INDIAN OVERSEAS BANK CHENNAI- 600 041
		<b>REGISTERED OFFICE</b> 3rd Floor, JHAVER PLAZA, No.1-A,Nungambakkam High Road, Chennai- 600 034 Phone: 044- 28263651 Fax: 044-42040995 Web: www.dynavision.in E-mail: dvl@dynavision.in; investors@dynavision.in
		<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b> M/s. GNSA INFOTECH LIMITED, STA DEPATMENT, NELSON CHAMBERS, 4th FLOOR, F-BLOCK, No.115, NELSON MANICKAM ROAD, AMINJIKARAI, CHENNAI-600 029, TAMILNADU, PH:044-4296 2025, EMAIL: sta@gnsaindia.com
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**DYNAVISION LIMITED**

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

CIN: L32301TN1973PLC006439

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Forty- first Annual General Meeting of the Company will be held on Tuesday, the 9<sup>th</sup> August 2016 at **Sri Vidya Kalyan Mahal, old no. 142 (L.B.Road) New No. 74, Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai 600041** at 10.30 a.m. to transact the following Business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri R.P.Agrawal (DIN: 05253615) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz.. Companies (Audit and Auditors) Rules, 2014, as may be applicable, and pursuant to the resolution of the Members passed at the 39th Annual General Meeting held on 30<sup>th</sup> September, 2014, the appointment of M/s P. Chandrasekar, Chartered Accountants (Firm Registration No. 000580s), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

By Order of the Board

Place: Chennai  
Date: 22/06/2016

**R.P.AGRAWAL**  
Whole Time Director  
DIN-05253615

**NOTES:**

- I. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, 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.
- III. Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.
- IV. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
- V. **Voting through electronic means:**
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii) The facility for voting through ballot paper shall be made available at the AGM and the

members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- iii) The members who have cast their vote by remote e-voting prior to the AGM) may also attend the AGM) but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on 6th August 2016 (9:00 am) and ends on 8th August 2016 (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 of 2nd August 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with 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 your password confidential.
    - (vi) Home page of remote e-voting opens. Click

on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Dynavision Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [nganeshacs@gmail.com](mailto:nganeshacs@gmail.com). copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 

**REVEN (Remote e-voting Event Number)**  
**USER ID PASSWORD/PIN**
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  - vii) 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" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - viii) You can also update your mobile number and e-mail id in the user profile details of the

- folio which may be used for sending future communication(s).
- ix) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2nd August 2016.
- x) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.2nd August 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer /RTA.
- xi) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- xiii) Mr. N.Ganesh, an Independent Company Secretary, (Membership No.15541) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the physical voting process at the AGM in a fair and transparent manner.
- xiv) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48hrs of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.dynavision.in](http://www.dynavision.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- xvii) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- xviii) The Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Tuesday the 2nd August 2016 to Tuesday the 9th August 2016 (Both days inclusive)
- xix) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. M/s. GNSA Infotech Ltd, Nelson Chambers, 4th Floor, F-Block, # 115, Nelson Manickam Road, Aminthakarai, Chennai-600029, Tamilnadu, INDIA , quoting their Folio number(s).
- xx) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- xxi) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- xxii) The facility for voting, either through ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- xxiii) The annual report of the Company circulated to the Members of the Company, shall also be available on the Company's website at [www.dynavision.in](http://www.dynavision.in)

xxiv) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

xxv) The documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting.

xxvi) Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.

xxvii) The Companies Act, 2013 has also recognized serving of documents to any Member through

electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2016 would be dispatched.

**xxviii) DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr.R.P.Agrawal</b>
Date of Birth	10.02.1948
Date of Appointment	31.03.2012
Qualifications	B.Com from Calcutta University(West Bengal)
Expertise in specific functional are as	Rich experience in Accounts and Finance
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Nil
Chairmanships/Directorship of Committees of other Public Companies	Nil
i. Audit Committee	Nil
ii. Stake holders Relationship Committee.	Nil
iii. Nomination and Remuneration Committee	Nil
Number of Shares held in the Company	Nil

Place: Chennai  
Date: 22.06.2016

By Order of the Board of Directors

**R.P.AGRawal**  
Whole Time Director  
DIN-05253615

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Forty First Annual Report of Dynavision Limited along with the audited financial statements for the year ended March 31, 2016.

**FINANCIAL RESULTS**

	Rs. in lakhs	Rs. in lakhs
	<b>2015-2016</b>	<b>2014-2015</b>
Profit/(Loss) before Interest and Depreciation	385.78	380.21
Add/Less: Interest	-	-
Profit before Depreciation	385.78	380.21
Add/Less: Depreciation	1.32	1.05
Profit/ (Loss) before Tax	384.46	379.16
Exceptional Item	-	-
Tax Expenses -	9.00	-
Transfer to Reserve	-	-
Profit / (Loss) carried over to Balance Sheet	375.46	379.16

**PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY.**

The Company during the year earned a sum of Rs. 465.00 lacs as lease rental income. The corresponding figure for the previous year was Rs. 432.15 lacs.

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

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

**DIVIDEND:**

Considering the huge accumulated losses, your Board of Directors could not recommend any dividend to the Shareholders for the financial year ended 31.03.2016.

**TRANSFER OF PROFIT TO RESERVES**

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

**MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**

There are no material changes and commitments affecting the financial position of the company which

have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There have been no loan, guarantees and investment given or made by the Company under Section 186 of the Act during the financial year 2015 – 2016.

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The company doesn't have any subsidiaries, associates and joint venture companies.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The nature of business does not involve any Technology Absorption, and Conservation of Energy as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, and there is no Foreign Exchange Earnings and Outgo. Hence the details are not furnished in the report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****Retirement by Rotation**

In terms of Section 152 of the Companies Act 2013, Shri R.P.Agrawal, retires by rotation at the forthcoming AGM and is eligible for re-appointment. Shri R.P.Agrawal offered himself for re-appointment. Brief profile of Mr. R. P Agrawal is given in the Notice of forthcoming Annual General Meeting of the company

**INDEPENDENT DIRECTORS' DECLARATION**

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

**AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act and the Rules framed there under, M/s. P. Chandrasekar, Chartered Accountants, (Firm Registration No. 000580) were appointed as Auditors of the company from the conclusion of the



39<sup>th</sup> Annual General Meeting (AGM) of the company held on 30<sup>th</sup> September 2014 till the conclusion of AGM to be held in 2017, subject to ratification of their appointment at every AGM.

#### **COMMENT ON STATUTORY AUDITOR'S REPORT**

There are no qualifications, reservations, remarks or disclaimers made by M/s. P. Chandrasekar, Statutory Auditor, in their audit report. The Statutory Auditor have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2015-16.

#### **SECRETARIAL AUDITOR**

Pursuant to the requirements of Section 204 (1) of the companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Mr. S. Vasudevan, Practicing Company Secretary (Membership No. CP 15149) was appointed to conduct secretarial audit for the financial year 2015-16.

The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as Annexure I.

#### **COMMENT ON SECRETARIAL AUDIT REPORT**

**There is no adverse comments from the Secretarial Auditor of the secretarial compliances during the year.**

#### **INTERNAL CONTROL AND ITS ADEQUACY**

M/s R. Subramanian & Company, Chartered Accountant (Firm Regn No. 004137) was appointed as internal auditors of the Company. They regularly conducted audit and submitted their quarterly reports, which were reviewed by the Audit Committee. The auditor also reported in his IFC report that the Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

#### **RELATED PARTY TRANSACTIONS**

During the year 2015 – 2016, the Company had not entered into any material transaction with related parties as per Section 188 of the Companies Act, 2013 except that the company has entered in to a lease agreement with a body corporate in which the promoter of your company is interested. The detail of

the same is given in the Notes on Accounts.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act, 2013 (the "Act") is annexed herewith as Annexure –II to this report.

#### **PERSONNEL**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, forms part of this Report as Annexure III.

The information of employees as per Rule 5(2) of the said Act for the year is "Nil"

#### **RISK MANAGEMENT POLICY**

The risk management is overseen by the Audit Committee of the company on a continuous basis. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the Company website [www.dynavision.in](http://www.dynavision.in)

#### **DISCLOSURE ON SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Presently the total number of women employees are less than the statutory limit and hence the company has not constituted a separate committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

However the company has zero tolerance for sexual harassment at work place.

During the financial year 2015-16, the Company has not received any sexual harassment complaints.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Presently the company has very limited activity, No management discussion at large has taken place during the year.

#### **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the Balance Sheet.

**CORPORATE GOVERNANCE REPORT**

Since your company's paid up Equity capital, and Net worth is less than Rs.10 crores and Rs.25 crores respectively, the provisions of revised Clause 49 relating to Corporate Governance, vide SEBI circular number CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September 2014 are not applicable to the company.

**NUMBER OF MEETINGS OF THE BOARD**

In total 4(four) Meetings of the Board of Directors of the Company were held during the year 2015-16, which were on 26<sup>th</sup> May 2015, 12<sup>th</sup> August 2015, 9<sup>th</sup> November 2015 and 05<sup>th</sup> February 2016. The maximum time gap between any two consecutive meetings did not exceed 120 days.

**PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration of the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman of the Board and the Executive Directors was carried out by the Independent Directors.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the company. This Code helps the Company

to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

**WHISTLE BLOWER POLICY/VIGIL MECHANISM**

As the activity in the company is very limited, company does not have a whistle blower policy framed at present. However, a full fledge policy shall be in place once the activity in the company takes-off. Further, Directors and employees are having full access to the Audit Committee to report their genuine and serious concern if any they observe.

**POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION**

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 of the Act are covered under the Board's policy formulated by the Company and is available on the Company website [www.dynavision.in](http://www.dynavision.in)

**BOARD COMPOSITION**

The Board is well constituted with composition of two executive and three non-executive independent directors in the meeting.

Category	Name of Director
Executive Director	Mr.R.P.Agrawal Mr.MS Meeramohideen
Independent Non-Executive Directors	Mrs.Lakshmmi Subramanian Mr.N.Govindan Mr.J.Narayanamurthy

**Board Committees**

The Board has constituted the following committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

**Audit Committee****(A) Qualified and Independent Audit Committee**

The Company complies with Section 177 of the Companies Act, 2013 the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of two whole time directors and three Independent Directors.
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise;
- (iii) The Chairman of the Audit Committee is an Independent Director;
- (iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th September 2015.

**(B) Terms of reference**

The terms of reference of the Audit Committee include:

- o the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- o review and monitor the auditor's independence and performance, and effectiveness of audit process;
- o examination of the financial statement and the auditors' report thereon;
- o approval or any subsequent modification of transactions of the company with related parties;
- o scrutiny of inter-corporate loans and investments
- o valuation of undertakings or assets of the company, wherever it is necessary;
- o evaluation of internal financial controls and risk management systems;
- o Monitoring the end use of funds raised through public offers and related matters.

**Powers of Audit Committee:**

The Audit committee shall have the authority –

- o To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors

and review of financial statement before their submission to the Board.

- o To discuss any related issues with the internal and statutory auditors and the management of the company
- o To investigate into any matter in relation to the items or referred to it by the Board
- o To obtain professional advice from external sources
- o To have full access to information contained in the records of the company.

**(C) Composition, names of Members and Chairperson, its meetings and attendance:**

The composition of the Committee consists of Mr. N Govindan, an independent Director, as its Chairman, Mr. R.P.Agrawal, Mr. M.S.Meeramohideen, Mr. J.Narayanamurthy and Mrs. Lakshmmi Subramanian as members of the committee. During the year, 4 Audit Committee meetings were held, on 26th May 2015, 12th August 2015, 9th November 2015 and 5th February 2016.

The composition of the Audit Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2016	Meetings attended
Mr.N.Govindan	Independent/ Chairman	4	4
Mr. J.Narayanamurthy	Independent	4	4
Mrs.Lakshmmi Subramanian	Independent	4	4
Mr. R.P.Agrawal	Whole Time Director	4	4
Mr.M.S.Meeramohideen	Whole Time Director	4	4

The Committee meetings were attended by the representatives of Internal Auditors and Statutory Auditor.

**Nomination and Remuneration Committee****(A) Constitution**

All the five Directors namely, Shri. N.Govindan, Shri J.Narayanamurthy, Shri R.P.Agrawal, Shri. M.S.Meeramohideen and Mrs. Lakshmmi Subramanian are Members of the Nomination and Remuneration Committee. Shri N.Govindan being



the Chairman of the committee. All increments/remuneration etc are decided at the Meetings collectively.

### **(B) Terms of reference**

#### **Terms of reference of the Nomination and Remuneration Committee include:**

- o The Committee shall formulate the criteria for determining the qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- o The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- o The Committee shall ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.
- o Review the policy from time to time for selection and appointment of Directors and senior management employees and their remuneration;
- o Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- o Filling up of vacancies in the Board that might occur from time to time and appointment of additional Non-Executive Directors. In making these recommendations, the Committee shall take into account the special professional skills required for efficient discharge of the Board's functions.
- o Recommendation to the Board with regard to retirement of Directors liable to retire by rotation

and appointment of Executive Directors.

- o To determine and recommend to the Board from time to time
  - (a) The amount of commission and fees payable to the Directors within the applicable provisions of the Companies Act, 2013.
  - (b) The amount of remuneration, including performance or achievement bonus and perquisites payable to the Executive Directors
  - (c) To frame guidelines for Reward Management and recommend suitable schemes for the Executive Directors and Senior Management.
- o To determine the need for key man insurance for any of the company's personnel
- o To carry out the evaluation of every director's performance
- o To carry out any function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modifications as may be applicable.

### **(C) Meetings and attendance during the year:**

During the year, one meeting of Nomination and Remuneration Committee was held on 9th November 2015 as per the details given below:

Name of Member	Category	Meetings held during FY 2016	Meetings attended
Mr.N.Govindan	Independent/Chairman	1	1
Mr. J.Narayanamurty	Independent	1	1
Mrs.Lakshmmi Subramanian	Independent	1	1
Mr. R.P.Agrawal	Whole Time Director	1	1
Mr.M.S.Meeramohideen	Whole Time Director	1	1

### **(D) Remuneration policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee approved a policy for selection and appointment of Directors, Senior Management and for determining their remuneration. Remuneration Policy of the Company is available in the company website [www.dynavision.in](http://www.dynavision.in)

**(c) Details of Remuneration to Directors**

Details of Remuneration to Directors	Mr.R.P.Agrawal	M.S.Meeramohideen
Salary & perquisites	6,42,100	6,30,051
Contribution to Retirement funds	NIL	NIL
Stock options	NIL	NIL
Number of Shares held	NIL	NIL
Service Contracts	NIL	NIL
Notice period	One Month	One Month

**Notes:**

There has been no pecuniary relationship or transactions other than above of the Executive Directors vis-a-vis the Company during the year under review.

**Stakeholders Relationship Committee**

The Stakeholders Relationship Committee specifically looks into issues such as redressing of shareholders' and investors' complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividends and ensuring expeditious share transfers and also redresses the grievances of deposit holders, debenture holders and other security holders.

**GENERAL INFORMATION:**

- 1) **AGM Date, Time and Venue:** 9th August, 2016 at 10.30a.m  
Shri Vidya Kalyan Mahal, Old. No. 142, (L.B.Road), New No. 74,  
Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai- 600041

**2) CALENDAR FOR REPORTING FINANCIAL RESULTS – APRIL 1, 2016 TO MARCH,31, 2017**

Reporting for		with limited review
1st Quarter	-1st April to 30th June	On or before 14 <sup>th</sup> August,2016
2nd Quarter	-1st July to 30th September	On or before 14 <sup>th</sup> November,2016
3rd Quarter	-1st October to 31st December	On or before 14 <sup>th</sup> February,2017
4th & last Quarter	-1st January to 31st March	On or before 30 <sup>th</sup> May,2017(Audited)
Convening Annual General Meeting	On or before 30 <sup>th</sup> September,2017	

- 3) **Date of Book Closure** Tuesday the 2<sup>nd</sup> August,2016 to 9<sup>th</sup> August,2016.  
(Both days inclusive)

- 4) **Record Dates** Nil

- 5) **Dividend Payment Date** Not Applicable

**6) Listing with Stock Exchanges (with Stock Code)**

Regional Stock Exchange Code for Dynavision Ltd.  
The Stock Exchange, Mumbai 517238  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street, Mumbai 400 001.

**(A) Composition, Members, its meetings and attendance**

This Committee comprises of Mr. N.Govindan as Chairman with Mr. Mr.R.P.Agrawal and Mr. M.S.Meeramohideen as members.

The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2016	Meetings attended
Mr.N.Govindan	Independent/ Chairman	14	14
Mr. R.P.Agrawal	Whole Time Director	14	14
Mr.M.S.Meeramohideen	Whole Time Director	14	14

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Your company is not having profits more than Rs.5 Crores, in the Year 2015-16 and therefore Constituting of a CSR Committee and its compliance in accordance with the provisions of Section 135 of the Act, does not arise.

**7) Listing Fees was Paid for the above Stock Exchange for 2015-2016 and 2016-17****8) MARKET PRICE DATA****High / Low during each month in the financial year at the Bombay Stock Exchange.**

All Prices in Rs.

Month	High Price	Low Price	No. of Shares Traded	Total Turnover (Rs.)
Apr 15	-	-	-	-
May 15	-	-	-	-
Jun 15	-	-	-	-
Jul 15	-	-	-	-
Aug 15	-	-	-	-
Sep 15	13.34	13.34	1100	14674
Oct 15	17.34	14.00	1400	21317
Nov 15	21.30	18.20	1600	32655
Dec 15	21.30	21.30	1300	27690
Jan 16	26.65	22.35	11600	300840
Feb 16	26.65	25.45	7800	207690
Mar 16	26.65	25.35	2100	55155
Apr 16	26.65	25	1200	31450
May 16	26.65	26	1200	31605
Jun 16	26.65	26.65	1600	42640

**9) Address of Registered office**

3rd Floor, JHAVER PLAZA,  
1-A, Nungambakkam High Road,  
Chennai- 600 034

Phone : +91 44 28263651

Fax : +91 44 42040995

Web site : www.dynavision.in

Email : dvl@dynavision.in

E-Mail ID of Investor Grievance redressal cell:  
investors@dynavision.in

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(5) of the Act, the Directors hereby confirm:

1. That in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. That they had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
3. That they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company.

Directors also take this opportunity to convey their thanks to all the valued shareholders of the company and to the Bankers for their valuable services.

For and on behalf of the Board

Place: Chennai 34  
Date: 22.06.2016

**R.P.AGRawal**  
Whole time Director  
DIN: 05253615

**M.S.MEERAMOHIDEEN**  
Whole time Director  
DIN: 00001896



**Annexure I****SECRETARIAL AUDIT REPORT  
For The Financial Year Ended On 31st March,  
2016**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,

**The Members****DYNAVISION LIMITED**

**3rd Floor, Jhaver Plaza,  
No.1A, Nungambakkam High Road,  
Chennai - 600034**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DYNAVISION LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year 2015-2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (d) The Listing Agreements entered into by the company with the Stock Exchanges, where the equity shares of the Company are listed;
  - (e) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (iv) Since Rental income is the only source of income for the Company at present, there are no laws/Regulations (as amended from time to time) which are specifically applicable to the Company based on their sector/industry;

It is reported that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guide lines, standards, etc, mentioned above.

We further report that there were no actions/events in pursuance to the following acts which are not applicable for the Audit period;

- (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Requiring compliance thereof by the Company during the Financial Year under review.

We further report that, in our opinion adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws like;

- i. The Shops and Establishments Act, 1953
- ii. Employee's State Insurance Act, 1948
- iii. The Payment of Gratuity Act, 1972
- iv. The Payment of Bonus Act, 1965
- v. The Minimum Wages Act, 1948

- vi. The workmen's Compensation Act, 1923
- vii. The Tamil Nadu Industrial Establishments (National and Festival Holidays) Act, 1958
- viii. Employee's Provident Fund Act, 1952 with The Employees' deposit linked insurance Scheme, 1976 and The Employee Pension Scheme, 1995.

We further report that, the compliance by the Company of applicable finance laws like Direct and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory Auditor and other designated professionals.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** during the audit period, no events, other than the following, have occurred during the year, which have a major bearing on the Company's affairs

- The Company has altered its Memorandum of Association to add its new business to its Main Objects through Postal Ballot.

Place : Chennai

Date :22.06.2016

**S VASUDEVAN**

ACS: 7803

CP No: 15149

**Note: This report is to be read with my letter of even date which is annexed as Annexure A and form forms an integral part of this report/**

**“Annexure A”**

To

**The Members**

**DYNAVISION LIMITED**

**3rd Floor, Jhaver Plaza,**

**No.1A, Nungambakkam High Road,**

**Chennai - 600034**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance and law, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai

Date : 22.06.2016

**S VASUDEVAN**

ACS: 7803

CP No: 15149

**ANNEXURE-II****FORM MGT-9**

Extract of Annual Return as on the financial year ended on 31 March, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN L32301TN1973PLC006439
- ii) Registration Date 24 September, 1973
- iii) Name of the Company Dynavision Limited
- iv) Category/Sub-Category of the Company Manufacturer of Electronic goods  
Lease Renting of Immovable Properties
- v) Address of the Registered office and contact details Dynavision Limited,  
3rd Floor, JHAVER PLAZA,  
No.1-A, Nungambakkam High Road,  
Chennai- 600 034  
Tel::044-28263651  
Fax: 044-42040995  
email:dvl@dynavision.in:  
investors@dynavision.in
- vi) Whether listed Company Yes/No - Yes
- vii) Name, Address and Contact details Of Registrar and Transfer Agent, if any **M/s. GNSA Infotech Ltd**  
Contact Person: Mr. Devasahayam.R,  
Senior Process Manager,  
Nelson Chambers, 4th Floor, F-Block,  
# 115, Nelson Manickam Road,  
Aminthakarai, Chennai-600029.  
Tamilnadu, INDIA.  
Telephone:+91-44-42962025.  
Email : rdevasahayam@gnsaindia.com  
Website : www.gnsaindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl.No	Name and description of main products/services	NIC code of the product/service	% to total turnover of the Company
1.	Leasing Activity	99721121	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**





Category of Shareholders	No. of Shares held at the beginning of the year on 31st March 2015				No. of Shares held at the end of the year on 31st March 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	1677668	1677668	43.69	65266	1610442	1675708	43.64	(0.05)
c) Others (specify)									
i) Clearing member									
ii) Trust									
iii) Foreign Nationals	0	0	0	0	50		50	0	0
iv) HUF									
v) Non-Resident Indians									
<b>Sub-total (B)(2):-</b>		<b>1714170</b>	<b>1714170</b>	<b>44.64</b>	<b>97256</b>	<b>1615324</b>	<b>1712580</b>	<b>44.60</b>	<b>(0.04)</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)		<b>1715170</b>	<b>1715170</b>	<b>44.67</b>	<b>97256</b>	<b>1616324</b>	<b>1713580</b>	<b>44.62</b>	<b>(0.04)</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>3840000</b>	<b>3840000</b>	<b>100</b>		<b>3840000</b>	<b>3840000</b>	<b>100</b>	

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

##### ii) Share Holding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Shri P.Vijayakumar Reddy	2108470	54.91	0	2110060	54.95	0	0.04
2.	PPN HOLDINGS P.LTD	16360	0.43	0	16360	0.43	0	
	<b>Total</b>	<b>2124830</b>	<b>55.33</b>	<b>0</b>	<b>2126420</b>	<b>55.38</b>		<b>0.04</b>

##### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	At the beginning of the year	2108470	54.91	2108470	54.91
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	18.09.2015 Market Purchase	850	0.02	2109320	54.93
	29.01.2016	740	0.02	2110060	54.95
3	At the end of the year			2110060	54.95

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Share Holding during the year		Shareholding at the year as on 31.03.2016	
		No of Shares	% of Total shares of the company	% of Total shares of the company	% of Total shares of the company	% of Total shares of the company	% of Total shares of the company
1	RED PHOENIX CONSULTANCY P LTD	31120	0.81	0	0	31120	0.81
2	BHAGWATI DOLATRAI SHAH	5940	0.15	0	0	5940	0.15
3	KANAKA MAHA LAKSHMI	5600	0.15	0	0	5600	0.15
4	MABLE RAJESH	300	0.01	5000	0.13	5300	0.14
5	RADHESHAM S MAHAJAN	5200	0.14	0	0	5200	0.14
6	LALITA JAIN	5010	0.13	0	0	5010	0.13
7	ANJU CHIRANIA	0	0	5000	0.13	5000	0.13
8	MODI LINA MANHAR	4349	0.11	(200)	(0.01)	4149	0.11
9	PRATIK RAJENDRA GANDHI	3190	0.08	810	0.02	4000	0.10
10	SANKARANARAYANAN K	3900	0.10	0	0	3900	0.10

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the company	No of Shares	% of Total shares of the company
	Mr.N.GOVINDAN, Independent Director	50	-	50	-

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	0	45886678	0	45886678
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	45886678	0	45886678
<b>Change in Indebtedness during the financial year</b>				
· Addition	0	0	0	0
· Reduction	0	(33886678)	0	(33886678)
<b>Net Change</b>		(33886678)	0	(33886678)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	12000000	0	12000000
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	12000000	0	12000000



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No	Particulars of Remuneration	Mr. R.P.Agrawal	Mr. M.S.Meeramohideen	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,57,100	5,38,900	10,96,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	85,000	91,151	1,76,151
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0
2	Stock Option	Nil	Nil	
3	Sweat Equity	Nil	Nil	
4	Commission - as % of profit - others, specify...	Nil	Nil	
5	Others, please specify	Nil	Nil	
	Total (A)	6,42,100	6,30,051	12,72,151
	Ceiling as per the Act	As per Schedule V of Companies Act 2013 applicable for Companies having inadequate Profit		

## B. Remuneration to other Directors :Name of Directors

Sl. No	Particulars of Remuneration	Mr.J.Narayanamurty	Mr.N.Govindan	Mrs. Lakshmmi Subramanian	Total
1	Independent Directors				
	• Fee for attending board / committee meetings	65,000	85,000	65,000	2,15,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	65,000	85,000	65,000	2,15,000
2	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	65,000	85,000	65,000	2,15,000
	Total Managerial Remuneration				14,87,151
	Overall Ceiling as per the Act				

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: NIL

**VII.PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

**Annexure III****Disclosures pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

<b>Disclosure Requirement</b>	<b>Disclosure Details</b>
	<b>R.P.Agrawal / M.S.Meeramohideen</b>
the ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year;	1.30 / 1.27
the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	19.32 /22.80
the percentage increase in the median remuneration of employees in the financial year;	13.24
the number of permanent employees on the rolls of company	7
the explanation on the relationship between average increase in remuneration and company performance	There is no activity in the company except the receipt of rental income. However, a normal increment was given to all the employees.
comparison of the remuneration of the Key Managerial Personnel against the performance of the company	There is no activity in the company except the receipt of rental income. Hence the remuneration of the KMPs can't be compared with the Performance.
variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	Since, in the previous year the script was not traded, the variance data of Market Cap & PE Ratio cannot be ascertained
average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no significant change in the average percentile increase in the remuneration payable to Employees and Managerial Personnel.
comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	There is no activity in the company except the receipt of rental income. Hence the remuneration of the KMPs can't be compared with the Performance.
the key parameters for any variable component of remuneration availed by the directors	-
the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	-
affirmation that the remuneration is as per the remuneration policy of the company	Yes.

**INDEPENDENT AUDITOR'S REPORT  
FOR THE YEAR ENDED 31ST MARCH 2016**

**TO THE MEMBERS OF DYNAVISION LIMITED**

**Report on the Standalone Financial Statements**

We have audited the accompanying Standalone Financial Statements of **DYNAVISION LIMITED** ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of Significant Accounting Policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

- a. In the case of the Balance sheet, of the state of affairs of the company as at 31st March 2016.
- b. In the case of Statement of Profit and loss of the profit for the year ended on that date and
- c. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

- 1 As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- (d) in our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the Directors as on 31 March 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2016 from being appointed as a Director in terms of Section 164(2) of the Act; and
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) the Company has no pending litigations as on 31<sup>st</sup> March 2016, and accordingly disclosing the impact of the same on its financial position in its financial statements does not arise.
  - (ii) the Company did not have any long-term contracts, including derivative contracts, that requires a provision for material foreseeable losses in these financial statements; and
  - (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 2 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in the Paragraphs 3 and 4 of the Order, to the extent applicable.

**P CHANDRASEKAR**  
Chartered Accountants  
Firm Regn. No. 000580S

Chennai  
May 27, 2016

**S BABU**  
Membership No. 024136  
Partner

## **ANNEXURE "A" to The Independent Auditor's Report of even date on the Standalone Financial Statements of Dynavision Limited.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Dynavision Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and



plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and

- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**P CHANDRASEKAR**  
Chartered Accountants  
Firm Regn. No. 000580S

Chennai  
May 27, 2016

**S BABU**  
Membership No. 024136  
Partner

**Annexure “B” to the Independent Auditors’ Report of even date on the Standalone Financial Statements of Dynavision Limited.**

The Annexure referred to in Paragraph 2 under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The Company does not have inventory of goods, hence the provisions of Para 4(ii) of the Companies (Auditors Report) 2016 are not applicable to this company..
- (iii) The Company has not granted any loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of Para 4(iii) of the Companies (Auditors Report) 2016 are not applicable to this company
- (iv) According to the information and explanations given to us, the company does not have any loans, investments, guarantees, and security which are subject to the provisions of Sections 185 and 186 of the Companies Act 2013. Therefore the provisions of Para 4(iv) of the Companies (Auditors Report) 2016 are not applicable to this company.
- (v) The Company has not accepted any deposits from the public.
- (vi) As explained to us and based on the information and explanation provided to us the Central Government has not prescribed maintenance of Cost Records under Sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) According to the information and explanations given to us in respect of Statutory dues :
- (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Service Tax, any other Statutory Dues to the appropriate authorities and there were no undisputed amounts payable which were in arrears as at 31<sup>st</sup> March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income tax, Sales tax, Wealth Tax, Service Tax, Excise duty and cess etc which have not been deposited on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (x) The Company has not noticed any fraud by the Company or any fraud on the Company by its Officers or employees or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197, read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company and hence complying with the provisions of the Nidhi Rules, 2014 does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements, etc., as required by the applicable Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with Directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**P CHANDRASEKAR**  
Chartered Accountants  
Firm Regn. No. 000580S

Chennai  
May 27, 2016

**S BABU**  
Membership No. 024136  
Partner

**BALANCE SHEET AS AT 31st MARCH, 2016**

Particulars	Note No.	As at 31st March 2016 (Amt In INR)	As at 31st March 2015 (Amt In INR)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	38,379,095	38,379,095
(b) Reserves and Surplus	2	(245,159,756)	(282,705,349)
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	-	9,886,678
(b) Other Long Term Liabilities	4	205,182,289	205,182,289
(c) Long term provisions	5	250,095	198,634
<b>(3) Current Liabilities</b>			
(a) Other current liabilities	6	12,248,028	36,306,386
<b>Total</b>		<u>10,899,751</u>	<u>7,247,733</u>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	7		
(i) Tangible assets		1,612,885	700,061
(ii) Intangible assets		850	850
(b) Long term loans and advances	8	9,075,006	5,384,506
<b>(2) Current assets</b>			
(a) Trade Receivables	9	-	
(b) Cash and Bank Balances	10	211,010	1,162,316
<b>Total</b>		<u>10,899,751</u>	<u>7,247,733</u>
<b>Significant Accounting Policies and Notes to Financial Statements</b>	14		

For and on behalf of the Board

**P. Chandrasekar**  
Chartered Accountants  
Firm Regn No: 000580s

**R.P.AGRAWAL**      **M.S.MEERAMOHIDEEN**  
Director                      Director

**S.BABU**  
Partner  
**Membership No: 024136**  
Place: Chennai 600 034  
Date: 27.05.2016

**P.R.KRISHNAN**  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

S.No.	Particulars	Notes	For the Year ended 31st March 2016 (Amt In INR)	For the Year ended 31st March 2015 (Amt In INR)
<b>III.</b>	<b>INCOME:</b>			
	Other Operating Income		<b>46500000</b>	43215000
	Other Income	11	<b>47260</b>	0
	Total Income		<b>46547260</b>	43215000
<b>IV.</b>	<b>EXPENDITURE:</b>			
	Employee benefit expense	12	<b>2841515</b>	2565812
	Depreciation and amortization expense	7	<b>132158</b>	105277
	Other expenses	13	<b>5127994</b>	2628138
	Total Expenses		<b>8101667</b>	5299227
V	Profit Before Exceptional Item and Tax (III-IV)		<b>38445593</b>	37915773
VI	Exceptional Item			0
VII	Profit Before Tax(V-VI)		<b>38445593</b>	37915773
VIII	Tax expenses for current year - Current Tax		<b>900000</b>	0
XI	Net Profit/(Loss) for the Year (VII-VIII)		<b>37545593</b>	37915773
X	Earning per equity share:			
	Weighted average no. of shares outstanding during the period		<b>3840000</b>	3840000
	Nominal Value per Equity Share		<b>10</b>	10
	Earnings per share			
	- Basic & Diluted EPS		<b>9.78</b>	9.87
	<b>Significant Accounting Policies and Notes to Financial Statements</b>	14		

For and on behalf of the Board

**P. Chandrasekar**  
Chartered Accountants  
Firm Regn No: 000580s

**R.P.AGRAWAL**      **M.S.MEERAMOHIDEEN**  
Director                      Director

**S.BABU**  
Partner  
**Membership No: 024136**

**P.R.KRISHNAN**  
Company Secretary

Place: Chennai 600 034  
Date: 27.05.2016



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2016**

	Year Ended 31st March, 2016 (Amt In INR)	Year Ended 31st March, 2015 (Amt In INR)
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit/(Loss) before Tax as per Profit and Loss Account	38,445,593	37,915,773
Adjusted for :		
Depreciation / Amortisation	132,158	105,277
Profit on Sale of Fixed Assets	(47,260)	0
<b>Operating Profit before working Capital changes</b>	<u>38,530,491</u>	<u>38,021,050</u>
Adjustments for changes in working capital:		
Trade Receivables	0	11,236
Trade and other Payable	(6,897)	(2,346)
Loans and Advances	(4,590,500)	(4,222,460)
<b>Cash Generated from Operations</b>	<u>33,933,094</u>	<u>33,807,480</u>
Interest received	0	0
Income tax Paid	0	0
<b>Net Cash from / (used in) Operating Activities</b>	<u>33,933,094</u>	<u>33,807,480</u>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,107,722)	(7,300)
Sale of Fixed Assets	110,000	0
<b>Net Cash from / (used in) Investing Activities</b>	<u>(997,722)</u>	<u>(7,300)</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) of Unsecured loans	(33,886,678)	(33,300,000)
<b>Net Cash from / (used in) Financing Activities</b>		
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(951,306)	500,180
Cash and Cash Equivalents at the beginning of the year	1,162,316	662,136
Cash and Cash Equivalents at the end of the year	211,010	1,162,316
Net increase in cash and cash equivalents	(951,306)	(500,180)

For and on behalf of the Board

**P. Chandrasekar**  
Chartered Accountants  
Firm Regn No: 000580s

**R.P.AGRAWAL**      **M.S.MEERAMOHIDEEN**  
Director                      Director

**S.BABU**  
Partner  
**Membership No: 024136**

**P.R.KRISHNAN**  
Company Secretary

Place: Chennai 600 034  
Date: 27.05.2016

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**

	As at 31st March, 2016 (Amt In INR)	As at 31st March, 2015 (Amt In INR)
<b>Shareholder's fund</b>		
<b>NOTE 1:</b>		
<b>SHARE CAPITAL</b>		
Authorised Capital		
50,00,000 Equity shares of Rs.10/- each	<b>50,000,000</b>	50,000,000
Issued, Subscribed & Paid up Capital		
38,40,000 Equity shares of Rs.10/- each	<b>38,400,000</b>	38,400,000
Less: Calls in Arrears	<b>20,905</b>	20,905
<b>Total</b>	<b><u>38,379,095</u></b>	<b><u>38,379,095</u></b>

Reconciliation of share outstanding at the beginning and at the end of the year.

	No's	(Amt In INR)	No's	(Amt In INR)
Equity Shares				
Shares outstanding at the beginning of the year	<b>3,840,000</b>	<b>38,400,000</b>	3,840,000	38,400,000
Shares issued during the year at face value Rs.10/-	-	-	-	-
Shares bought back during the year.	-	-	-	-
Shares outstanding at the end of the year	<b><u>3,840,000</u></b>	<b><u>3,840,000</u></b>	<b><u>3,840,000</u></b>	<b><u>38,400,000</u></b>

Shareholders holding more than 5% shares

	No's	% of holding	No's	% of holding
Equity Shares				
Name of Equity Shareholder (Equity Shareholder holding more than 5% of Equity share capital)				
Shri P.vijaya Kumar Reddy	<b><u>2,110,060</u></b>	<b><u>54.95%</u></b>	<b><u>2,108,470</u></b>	<b><u>54.91%</u></b>
	<b><u>2,110,060</u></b>	<b><u>54.95%</u></b>	<b><u>2,108,470</u></b>	<b><u>54.91%</u></b>

The Company has only one class of Equity Share having a par value of Rs.10/- per Equity Share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

**Note 2:****RESERVES AND SURPLUS****a. Securities Premium Reserve**

Opening Balance	<b>13,051,892</b>	13,051,892
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<b>13,051,892</b>	13,051,892

**b. Statement of Profit and Loss**

as per last Balance Sheet (Deficit)	<b>(295,757,241)</b>	(333,673,014)
add Net Profit / (Loss) for the year	<b>37,545,593</b>	37,915,773
Closing balance (Deficit)	<b>(258,211,648)</b>	(295,757,241)

Total of Reserve and Surplus (Deficit)	<b><u>(245,159,756)</u></b>	<b><u>(282,705,349)</u></b>
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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**

	<b>As at 31st March, 2016 (Amt In INR)</b>	<b>As at 31st March, 2015 (Amt In INR)</b>
<b>NOTE 3:</b>		
<b>LONG TERM BORROWINGS</b>		
UnSecured:		
Borrowing from Promoters and Associates	-	9,886,678
Total	-	9,886,678
Money was brought in as per the directive of BIFR prior to the year 2002-03 which is being repaid from 2014-15		
<b>NOTE 4:</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Trade Payable	3,757,289	3,757,289
Rental Deposits	201,425,000	201,425,000
Total	205,182,289	205,182,289
<b>NOTE 5:</b>		
<b>LONG TERM PROVISIONS:</b>		
Provision for Gratuity	250,095	198,634
Total	250,095	198,634
<b>NOTE 6:</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long term borrowings	12,000,000	36,000,000
Creditors for Expenses	67,500	141,393
Provision for Bonus	172,420	154,420
Statutory Dues	8,108	10,573
Unclaimed Debentures	-	-
Total	12,248,028	36,306,386

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016****NOTES 7****Fixed Assets**

Particulars	Gross Block (at Cost)			Depreciation				Net Block		
	As on 01/04/2015	Addition	Deletion	As at 31/03/2016	As on 31/04/2015	For the period	Adjust- ment	As at 31/03/2016	As at 31/03/2016	As on 31/04/2015
<b>TANGIBLE ASSETS:</b>										
Land	300,653	-	-	300,653	-	-	-	-	300,653	300,653
Building	727,200	-	-	727,200	574,654	5,127	-	579,781	147,419	152,546
Computers	323,500	-	-	323,500	275,195	37,650	-	312,845	10,655	48,305
Air Conditioner	151,323	-	-	151,323	87,557	4,829	-	92,386	58,937	63,766
Furniture & Fittings	130,022	-	-	130,022	122,242	-	-	122,242	7,780	7,780
Vehicles (Light)	316,200	1,107,722	155,600	1,268,322	189,189	84,552	92,860	180,881	1,087,441	127,011
<b>Total</b>	<b>1,948,898</b>	<b>1,107,722</b>	<b>155,600</b>	<b>2,901,020</b>	<b>1,248,837</b>	<b>132,158</b>	<b>92,860</b>	<b>1,443,735</b>	<b>1,612,885</b>	<b>700,061</b>
<b>INTANGIBLE ASSETS:</b>										
Soft Ware	17,000	-	-	17,000	16,150	-	-	16,150	850	850
<b>Total</b>	<b>1,965,898</b>	<b>1,107,722</b>	<b>155,600</b>	<b>2,918,020</b>	<b>1,264,987</b>	<b>132,158</b>	<b>92,860</b>	<b>1,459,885</b>	<b>1,613,736</b>	<b>700,911</b>
<b>Previous Year</b>	<b>1,958,598</b>	<b>7,300</b>	<b>-</b>	<b>1,965,898</b>	<b>1,159,710</b>	<b>105,278</b>	<b>-</b>	<b>1,264,987</b>	<b>700,911</b>	<b>798,888</b>

Note :- The title deed of Immovable properties are held in the name of Company.

**31-03-2016**  
(Amt In INR)

31-03-2015  
(Amt In INR)

**NOTE 8:****LONG TERM LOANS & ADVANCES**

(Un secured, considered good )

Security Deposits

**733,813**

733,813

Tax Deducted at source/refund Due

**8,341,193**

4,650,693

**Total**

**9,075,006**

5,384,506

**NOTE 9:****Trade Receivables**

(Un secured, considered good )

Outstanding for a period of Less than six months

**Total**

-

-

**NOTE 10:****CASH AND BANK BALANCES:****Cash and Cash Equivalents**

Cash on hand

**83,887**

115,446

Balance with Bank in Current a/c

**127,123**

1,046,870

**Cash and Bank Balances**

**211,010**

1,162,316

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**

	<b>31-03-2016</b> <b>(Amt In INR)</b>	31-03-2015 (Amt In INR)
<b>NOTE 11:</b>		
<b>OTHER INCOME</b>		
Profit on sale of Assets	47,260	-
Total	<u>47,260</u>	<u>-</u>

<b>NOTE 12:</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries , Wages and other allowances	2,645,794	2,350,420
Gratuity	51,461	40,034
Contribution to PF and other funds	82,894	77,958
Staff Welfare	61,366	97,400
Total	<u>2,841,515</u>	<u>2,565,812</u>

<b>NOTE 13:</b>		
<b>OTHER EXPENSES</b>		
Rent	1,140,000	756,000
Rates & Taxes`	48,131	49,227
Repairs and Maintenance - Building	-	-
Repairs and Maintenance - Others	368,349	51,260
Repairs and Maintenance - Computer	16,822	17,443
Water Charges	200	2,010
Vehicle Maintenance	329,965	342,942
Insurance	5,448	12,352
Travelling and conveyance	51,817	120,874
Postage, telex and Fax	778,293	121,541
Telephone	64,005	67,356
Printing and Stationary	741,967	347,878
Advertisement	50,160	33,030
Legal and Professionl Charges	781,045	193,370
Books and Periodicals	385	3,340
subscription and Membership	208,200	127,196
Remuneration to auditors	99,000	75,283
Sitting Fee	385,000	156,000
Electricity Charges	12,996	34,039
Bank charges	1,339	2,627
Miscellaneous Expenses	44,872	114,370
Total	<u>5,127,994</u>	<u>2,628,138</u>



**Note 14:****(i) SIGNIFICANT ACCOUNTING POLICIES****A BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared on historical cost convention and in accordance with generally accepted accounting principles and applicable accounting standards.

**B USE OF ESTIMATES**

Estimates and assumptions made by management in the preparation of Financial Statements have a bearing on reported amounts of Financial Results, Assets & Liabilities and the disclosure of Contingent Liabilities. Actual results could differ from those estimates. Any revision to accounting estimate is recognized prospectively.

**C FIXED ASSETS:**

Fixed Assets are stated at cost less Depreciation except Land.

**D DEPRECIATION:**

Depreciation is provided under the Straight line Method in accordance with the rates prescribed under Schedule II of the Companies Act.2013 .

**E EMPLOYEE BENEFITS:**

Liability towards Gratuity and Leave Encashment are estimated and provided

**F TAXES ON INCOME:**

Current Tax on Income for the Period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax act 1961 and based on the expected outcome of assessment/appeals.

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been

enacted or substantially enacted as on the Balance Sheet Date. The Deferred Tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the assets will be realised in future.

**G Lease**

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of leased term are classified as operating Lease . Operating lease Income is recognised in the statement of Profit and loss account in accordance to payment schedule detailed in the Lease deed.

**H IMPAIRMENT OF ASSETS**

Impairment loss, if any, is provided to the extent the carrying amount of assets exceeds their recoverable amount.

**I PROVISIONS CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts. Contingent Assets are neither recognised nor disclosed.

**14(ii) OTHER NOTES****1. Lease**

The company has given Land along with its Demised Premise Under Lease for a Period of 29 Years to Apollo Hospitals Enterprises Limited which is renewable at the option of lessee for a further period of 31 Years the Company has obtained Refundable interest free Deposit of Rs 20 crores

Operating Lease Income aggregating to Rs 465.00 Lakhs (432.15Lakh)s is shown under other Operating Income

The future minimum lease payments under non-cancellable operating leases in the aggregate and for each of the following periods:

	2015 - 16	2014 - 15
(i) not later than one year;	46,500,000	46,500,000
(ii) later than one year and not later than five years;	311,640,000	207,000,000
(iii) later than five years;	2,265,719,825	2,416,859,825
	<b>2,623,859,825</b>	2,670,359,825

### 3. Related Party Disclosure (As per Accounting Statndard-18)

The List of Related Parties as identified by the Company are as Under:-

Key Management Personnel	Sri. R.P.Agrawal - Director Sri. M.S.Meeramohideen - Director
Persons Who have significant Influence:	Sri. P.Vijayakumar Reddy
Entities overwhich related party has Significant Influence:	PPN Holdings Pvt Limited
Remuneration Paid to Key Management Personnel:	Rs.12.72 Lakhs (11.15 Lakhs)

#### Other Related Party Transactions:-

Particulars	2015 -16	2014 - 15
Loans from Related parties and outstanding	12,000,000	42,886,677
Loans repaid during the year	33,886,678	6,300,000
Rent paid to related party during the year	900,000	75,000
Rental deposit paid during the year	-	225,000
Rental deposit outstanding at the end of the year	225,000	225,000

**P. Chandrasekar**  
Chartered Accountants  
Firm Regn No: 000580s

**S.BABU**  
Partner  
**Membership No: 024136**

Place: Chennai 600 034  
Date: 27.05.2016

### 4. COMPUTATION OF EARNINGS PER SHARE

	2015 -16	2014 -15
No. Of Shares at the beginning and at the end of the year	3,840,000	3,840,000
Face Value Per share (Rs.)	10	10
Profit/(Loss) after Taxation	37,545,593	37,915,773
Basic and Diluted Earnings per Share (Rs.)	9.78	9.87

### 5. Directors' Remuneration - 2 Directors

Particulars	2015 -156	2014 -15
Salaries	1,096,000	957,000
Perquisites	176,151	158,148
Total	1,272,151	1,115,148

6. On consideration of Prudence Deferred Tax Asset has not been created.

7. The Company had no outstanding dues that require to be furnished under section 22 of "The Micro small and medium enterprises development act 2006.

8. CIF value of imports Nil

9. Earnings and Expenditure in Foreign currency Nil

10. Paise have been rounded off to the nearest Rupee.

11. Previous year's figures have been regrouped and rearranged wherever necessary to conform to current year's classification.

For and on behalf of the Board

**R.P.AGRAWAL**      **M.S.MEERAMOHIDEEN**  
Director                      Director

**P.R.KRISHNAN**  
Company Secretary

## DYNAVISION LIMITED

Regd. Office: 3rd Floor, JHAVER PLAZA, No.1-A, Nungambakkam High Road, Chennai- 600034, Tamil Nadu, India  
Phone: 044-28263651, Fax: 044-42040995, Website: www.dynavision.in. email: dvl@dynavision.in  
CIN:L32301TN1973PLC006439

41st ANNUAL GENERAL MEETING ON TUESDAY THE 9th DAY OF AUGUST 2016 AT 10:30 A.M

### Form No. MGT-12 POLLING / BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No / *Client ID No: (*Applicable to Investors holding shares in dematerialized form)	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution Number	Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
<b>Ordinary Business</b>				
1	Consider and adopt the Audited Statements of Account for the year ended 31st March, 2016 and the Reports of Directors and the Auditors thereon.			
2	Re-appointment of Shri R.P.Agrawal who retires by rotation as a whole time Director			
3	Ratification of Appointment of M/s. P.Chandrasekar, Chartered Accountants as statutory auditors and fixing their remuneration.			

Place: .....

Date: .....

Signature of shareholder)

#### INSTRUCTIONS

- Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr.N.Ganesh, an Independent Company Secretary, Unit: Dynavision Limited, 3rd Floor, JHAVER PLAZA, No.1-A,Nungambakkam High Road, Chennai-600 034 or to his email id scrutinizer@gmail.com as to reach by 5.00 p.m. on or before 8th August 2016. Ballot paper received thereafter will strictly be treated as if not received.
- The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.
- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- In the event a member casts his votes through both the processes, i.e., e-voting and Ballot Form, the votes in the electronic system will be considered and the Ballot Form will be ignored.
- The right of voting through Ballot Form shall not be exercised by a proxy.
- To avoid fraudulent transactions, the identity / signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL / CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e., GNSA Infotech Limited). Members are requested to keep the same updated.
- There will be only one Ballot Form for every Folio / DP ID / Client ID irrespective of the number of joint members.
- In case of Joint Holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by the Joint Holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
- Where the Ballot Form has been signed by an authorised representative of the body corporate / Trust / Society, etc, a certified copy of the relevant authorization / Board resolution to vote should accompany the Ballot Form.
- Instructions for the e-voting procedure are available in the Notice of the AGM and are also placed on the website of the Company.

## DYNAVISION LIMITED

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CIN:L32301TN1973PLC006439

41st ANNUAL GENERAL MEETING ON TUESDAY THE 9th DAY OF AUGUST 2016 AT 10:30 A.M

### FORM MGT-11 Proxy form

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I/We, being the member (s), holding ..... shares of the above named company, hereby appoint

1. Name: ..... 2. Name: .....  
Address: ..... Address: .....  
E-mail Id ..... E-mail Id: .....  
Signature:.....or failing him/her Signature:..... or failing him/her
3. Name: .....  
Address: .....  
E-mail Id.....  
Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual general meeting, to be held on Tuesday the 9th day of August 2016 at 10:30 a.m. at Shri Vidya Kalyan Mahal, Old.No. 142, (L.B.Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvannamiyur, Chennai- 600041 and at any adjournment thereof in respect of such resolutions as are indicated below:

.....cut here.....

Resolution Number	Description of Resolution
<b>Ordinary Business</b>	
1.	Consider and adopt the Audited Statements of Account for the year ended 31st March, 2016 and the Reports of Directors and the Auditors thereon.
2.	Re-appointment of Shri R.P.Agrawal who retires by rotation as a whole time Director
3.	Ratification of Appointment of M/s. P.Chandrasekar, Chartered Accountants as statutory auditors and fixing their remuneration.

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of  
Re. 1/-

Note:

- 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.  
Your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- For the Resolutions No.3 please refer to the Notice of the 41st Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

## DYNAVISION LIMITED

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41st ANNUAL GENERAL MEETING ON TUESDAY THE 9th DAY OF AUGUST 2016 AT 10:30 A.M

### ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s) (In block letters):

Joint Holder's Name (In block letters):

**No of Shares Held :**

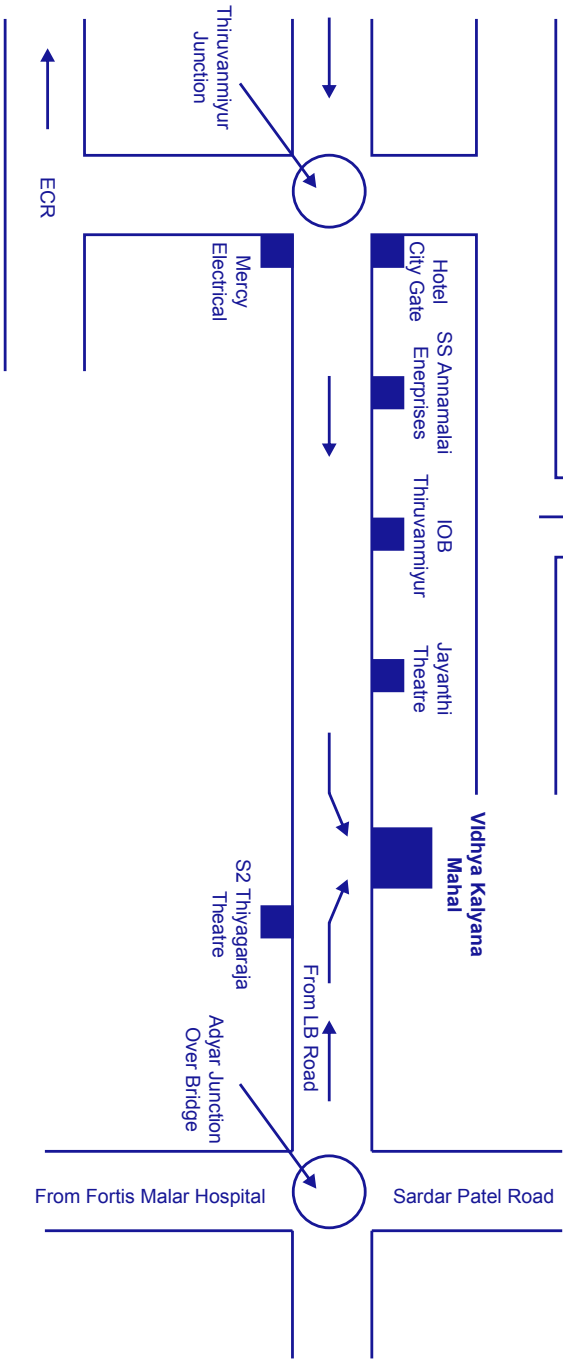
I/We hereby record my/our presence at the 41st Annual General Meeting of the Company, at **Shri Vidya Kalyan Mahal, Old.No. 142, (L.B.Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai- 600041 on Tuesday the 9<sup>th</sup> day of August 2016 at 10:30 a.m**

Signature of shareholder / Joint Holder / Proxy attending the Meeting.....

Electronic Voting Event Number (Even)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him / her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.





<b>Route Map</b>	
<b>41st Annual General Meeting</b>	
Date	: August 09, 2016
Day	: Tuesday
Time	: 10.30 a.m.
Venue	: Sri Vidya Kalyana Mahal Old No. 142, (L.B. Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvanniyur, Chennai - 600 041.



## **DYNAVISION LIMITED**

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CIN:L32301TN1973PLC006439

### **NOTICE TO SHARE HOLDERS ON ISIN NUMBER**

We wish to inform that the equity shares of the Company (DYNAVISION LIMITED) have been admitted to both the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) and the ISIN No. is INE083E01010.

The Shareholders are requested to dematerialize their shares at an early date.

Further Shareholders are advised to send all their communication regarding holdings of shares to our Registrar & Share Transfer Agent as mentioned below through their respective Depositories.

REGISTRAR & SHARE TRANSFER AGENT  
M/s. GNSA INFOTECH LIMITED,  
STA DEPARTMENT, NELSON CHAMBERS,  
4th Floor, F-BLOCK, No. 115.  
NELSON MANICKAM ROAD, AMINJIKARAI,  
CHENNAI - 600 029, TAMILNADU.  
PH: 044-4296 2025, EMAIL: sta@gnsaindia.com

Also we request to please provide the following along with demat request:

1. email address, if any
2. mobile number

**BOOK POST**

**To**

*If undelivered, please return to*

**DYNAVISION LIMITED**

3rd Floor, JHAVER PLAZA

No. 1-A, Nungambakkam High Road,

Chennai - 600 034.

Tamil Nadu