

## Showrooms

### Patna

- Bailey Road
- Bailey Road.zip
- Patna City
- Raza Bazar
- Muradpur
- Kankarbagh
- Anisabad
- Anisabad.zip
- Boring Road
- Zero Mile
- Saguna More

### Gaya

- Swarajpuri Road
- Gaya College Road

### Muzaffarpur

- Club Road
- Brahmpura

### Bhagalpur

- Tilkamanjhi

### Darbhanga

- IT Golambar

### Begusarai

- HH Mahadeo Chowk, NH-31

### Purnia

- Line Bazar, Main Road, Near SBI

### Siwan

- Babunia More

### Biharsharif

- Kazi Muhalla, Ranchi Road

### Biharsharif.zip

- Kazi Muhalla, Ranchi Road

### Aurangabad

- M.G. Road, Phoolbeet Market

### Samastipur

- Megardhi Ghat Road

### Motihari

- Station Road, Motihari

### Nawada

- Ramnagar, Nawada

### Bettiah

- Nagendra Complex, Supriya Road

### Hajipur

- Anwarpur, Hajipur

### Lakhisarai

- Purani Bazar

### Ara

- Katira More, Ara

### Ara.zip

- Katira More, Ara

### Sasaram

- Old G. T. Road

### Sitamarhi

- Nahar Chowk, Dumra Road

### Gopalganj

- Ghosh More, Chirai Ghar Road

### Chapra

- Daroga Rai Chowk

### Munger

- Chandan Bagh, Near Haa Ganga Coyatri HP Gas Agency

 **LG**  
Best Shop

 **SAMSUNG**

Plaza

 **SONY**  
Centre

February 03, 2020

### BSE Limited

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

SCRIP Code: 540205

**Sub:- Submission of the Certified true copy of the special resolution passed by the shareholders for Buy-Back of the equity shares of the Company**

Dear Sir(s)

Pursuant to Regulation 5 (v) of the SEBI (Buy-Back of Securities) Regulations, 2018, please find enclosed the certified true copy of the special resolution passed by the shareholders of the Company for approving the Buy-Back of equity shares of the company, the results of which were declared on January 31, 2020.

This is for your information and record.

Thanking you

Yours faithfully

For Aditya Vision Limited

For Aditya Vision Limited

*Akanksha Arya*  
Company Secretary

**Akanksha Arya**  
Company Secretary

Encl : as above





## Showrooms

### Patna

- Bailey Road
- Bailey Road.zip
- Patna City
- Raza Bazar
- Muradpur
- Kankarbagh
- Anisabad
- Anisabad.zip
- Boring Road
- Zero Mile
- Saguna More

### Gaya

- Swarajpuri Road
- Gaya College Road

### Muzaffarpur

- Club Road
- Brahmpura

### Bhagalpur

- Tilkamanjhi

### Darbhanga

- IT Golambar

### Begusarai

- HH Mahadeo Chowk, NH-31

### Purnia

- Line Bazar, Main Road, Near SBI

### Siwan

- Babunia More

### Biharsharif

- Kazi Muhalia, Ranchi Road

### Biharsharif.zip

- Kazi Muhalia, Ranchi Road

### Aurangabad

- M.G. Road, Phoolheet Market

### Samastipur

- Magardhi Ghat Road

### Motihari

- Station Road, Motihari

### Nawada

- Ramnagar, Nawada

### Bettiah

- Nagendra Complex, Supriya Road

### Hajipur

- Anwarpur, Hajipur

### Lakhisarai

- Purani Bazar

### Ara

- Katira More, Ara

### Ara.zip

- Katira More, Ara

### Sasaram

- Old G.T. Road

### Sitamarhi

- Nahar Chowk, Dumra Road

### Gopalganj

- Ghosh More, Chirai Ghar Road

### Chapra

- Daroga Rai Chowk

### Munger

- Chandan Bagn, Near Naa Ganga Gayatri HP Gas Agency



Plaza



# Aditya Vision Limited

CIN : L32109BR1999PLC008783  
An ISO 9001:2015 Certified Company  
a BSE Listed Company

## CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT BY THE MEMEBRES OF ADITYA VISION LIMITED ON WEDNESDAY, JANUARY 29, 2020.

### Approval for Buyback of Equity Shares of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Articles of association of the Company and the provisions of Sections 68, 69, 70 and 110 and any other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended, ("**Share Capital Rules**") and the Companies (Management and Administration) Rules 2014, as amended ("**Management Rules**") and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges on which the Equity Shares of the Company are listed (the "**Stock Exchanges**") Registrar of Companies, Patna ("**ROC**") and other authorities, institutions or bodies (the "**Appropriate Authorities**") while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), the approval of the shareholders be and is hereby accorded for the buyback by the Company of up to 33,50,000 (Thirty Three Lakhs Fifty Thousand only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company ("**Equity Shares**"), being 23.74% of the total paid-up equity share capital (the "**Buyback**"), at a tender price of Rs. 20/- (Rupees Twenty only) per Equity Share (hereinafter referred to as the "**Buyback Price**") for an aggregate amount not exceeding Rs. 6,70,00,000/- (Rupees Six Crores and Seventy lakhs only) (hereinafter referred to as the "**Buyback Size**") (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, other incidental and related expenses, etc.), being 22.87% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited financial statement of the Company for the half year ended as on September 30, 2019, on a proportionate basis through the "tender offer" route as prescribed





under the Buyback Regulations, from all the shareholders who hold Equity Shares as of the record date (the process being referred hereinafter as "**Buyback**").

**RESOLVED FURTHER THAT** all of the shareholders of the Company will be eligible to participate in the Buyback, excluding the members of promoters and promoter group of the Company.

**RESOLVED FURTHER THAT** such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act. The Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company (except members of Promoter & promoter Group) on a proportionate basis as on the record date, provided 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 including any amendments or statutory modifications or such other mechanism as may be applicable.

**RESOLVED FURTHER THAT** the Buyback shall be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

**RESOLVED FURTHER THAT** the Buyback from the shareholders who are residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, required under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder from the concerned authorities including the Reserve Bank of India, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee ("Buyback Committee") / any one or more Director(s)/Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like Buyback Size, number of shares to be bought back, record date, entitlement ratio, the time frame for completion of Buyback; appointment of merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, printers, consultants/intermediaries/ agencies, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the public announcement, the draft letter of offer/ letter of offer with SEBI,





the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement, draft letter of offer, letter of offer, opening, operation and closure of necessary accounts including escrow account, special account with the bank, demat escrow account, trading account, entering into escrow agreements as required under the Buyback Regulations, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholders to offer and/or any obligation on the part of the Company or the Board or Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or Buyback Committee to terminate any process in relation to such Buyback, if so permissible by applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and/or Buyback Committee is hereby empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its/his/her absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**Certified To Be True**

**For Aditya Vision Limited**  
FOR ADITYA VISION LIMITED

  
MANAGING DIRECTOR

**Yashovardhan Sinha**  
**(Managing Director)**  
**DIN: 01636599**

