

May 30, 2025

To, Manager- CRD BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 540083	To, The Manager - Listing National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. SYMBOL: TVVISION
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Dear Sir(s),

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report issued by M/s. HRU & Associates, Company Secretaries, for the Financial Year ended March 31, 2025.

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For TV Vision Limited

Shilpa Jain
Company Secretary & Compliance Officer
ACS: 24978

Encl.: A/a



HRU & ASSOCIATES
Company Secretaries

Mobile(s): 9967744943/8104259060

E-mail: hemanshu.upadhyay14@gmail.com

Hemanshu R. Upadhyay
B. Com., A.C.S.

Office: Office 15, 1st Floor, Rekha Building,
Daulat Nagar, Near Sheth D.M High School,
Mumbai -400067.

Annual Secretarial Compliance Report
of TV Vision Limited for the year ended 31st March, 2025

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
TV Vision Limited,
4th Floor, Adhikari Chambers,
Obero Complex, New Link Road,
Andheri (West), Mumbai - 400053.

We have conducted the review of compliances of the applicable statutory provisions and the adherence to good corporate practices by TV VISION LIMITED [having Corporate Identification Number L64200MH2007PLC172707 and whose equity shares are listed at BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') with Scrip Code/Symbol of "540083" and "TVVISION" respectively) ("the listed entity"), having its Registered Office at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053.

Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, HRU & Associates, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by TV VISION LIMITED [having Corporate Identification Number L64200MH2007PLC172707 and whose equity shares are listed at BSE Limited ('BSE') and National Stock Exchange of India Limited



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(‘NSE’) with Scrip Code/Symbol of “540083” and “TVVISION” respectively) (“the listed entity”),

- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2025 (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein with referred to as ‘LODR’);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(No compliances were required to be made during the review period);*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(No compliances were required to be made during the review period);*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 *(No compliances were required to be made during the review period);*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(No compliances were required to be made during the review period);*



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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- (j) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable;
- (k) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); *(No compliances were required to be made during the review period)*

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines, including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action: Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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1	Regulation 33 - Financial Results as per the format prescribed by SEBI.	33 of LODR	Financial results submitted are not as per the format prescribed by SEBI	National Stock Exchange of India Ltd	Clarification	NA.	Nil	The company has resubmitted the revised financial results as per the prescribed format	The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year' was inadvertently missed from the results, however, the effect of the same was given
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended FY 2024-25	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Action Taken by Company	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The CEO has been terminated so the certificate under Regulation 17(8) could not be signed by the CEO.	Nil	Regulation 17(8) read with Schedule E II Part B absence of the CEO of the Company.	No actions were taken	The Company has terminated the services of CEO of the Company w.e.f. August 02, 2022	Since the CEO's appointment is not compulsory as KMP, the same has been signed by CFO. Further, in good corporate governance the same is signed by Managing Director of the Company.	-
2	The Company was in receipt of the adjudication order and has paid the penalty imposed on it.	Nil	Initiation of adjudication proceeding against the Company and the MD & Chairman	SEBI	PI check below **	Penalty paid	Penalty paid
3.	The Company was not having the internal auditor for the period from 11.08.2023 to 08.11.2023	Nil	Regulation 18(3) part B (4) of LODR	Company has appointed new Internal Auditors w.e.f. 09.11.2023	The Company was not having the internal auditor for the period from 11.08.2023 to 08.11.2023	Company has appointed new Internal Auditors w.e.f. 09.11.2023	Reactive steps taken by the Company



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** SEBI has passed an Adjudication order dated March 31, 2023 in the said matter imposing a penalty on TV Vision Limited under Section 15HB of Securities and Exchange Board of India Act, 1992 under Regulation 30 (6) of SEBI (LODR) Regulations, 2015 & Clause 1 and 4 of Schedule A read with Regulation 8(1) of SEBI PIT) regulations 2015.

The Adjudication order dated March 31, 2024 was also passed against Mr. Markand Adhikari, Chairman & Managing Director of the Company under Section 15G and Section 23H of Securities Contract (Regulation) Act, 1956 for violation of Section 12A (e) of SEBI Act, 1992, Regulation 3(1) of SEBI (Prohibition of Insider Trading) Regulation 4(2) (f) (8) of SEBI (LODR) Regulations, 2015.

(c) Based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	



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3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the Director stands disqualified.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial	Yes	-



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	year/during the financial year as prescribed in SEBI Regulations.		
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	-
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any:	No	.
12.	Additional Non-compliances, if any:	No	No

Observations:

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	yes	The auditor has not resigned during the period
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NA
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all</p>	NA	NA



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	<p>concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA



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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For HRU & Associates
Practicing Company Secretary

CS Hemanshu Upadhyay
Proprietor
Membership No: ACS 46800
COP No: 20259
UDIN: A046800G000506446
Peer Review No. 3883/2023
Date: May 30, 2025
Place: Mumbai