



ADITYA VISION LIMITED

CIN: L32109BR1999PLC008783

Registered Office: 1st, 2nd & 3rd Floor, Aditya House, M-20, Road No. 26

S. K. Nagar, Patna-800001, Bihar

Tel No.+91-612-2520854/74, Email: cs@adityavision.in

Website: www.adityavision.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADITYA VISION LIMITED WILL BE HELD ON FRIDAY, FEBRUARY 23, 2024 AT 03:30 PM (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS

1. **TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS**

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

“RESOLVED THAT subject to the approval of shareholders, pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited, (“BSE”) where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock

Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the Board be and is hereby authorised on behalf of the Company, to create, issue, offer and allot, from time to time and in one or more tranches on a preferential basis, up to 7,90,405 (Seven lakhs ninety thousand four hundred and five) Equity Shares of face value of ₹10/- (Rupees Ten Only) each for cash, at an issue price of ₹3,573.17/- (Rupees three thousand five hundred seventy three and seventeen paise only) per Equity Share including premium of ₹3,563.17/- (Rupees three thousand five hundred sixty three and seventeen paise only) per Equity Share, in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹282,42,51,433.85/- (Rupees Two Hundred and Eighty Two Crores Forty Two Lakhs Fifty One Thousand Four Hundred Thirty three and eighty five paise only) to the below mentioned proposed allottees (**“Proposed Allottees”**) and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, on such terms and conditions and in such manner, as the Board may, in its absolute discretion think fit (**“Preferential Issue”**):

Sr. No.	Name of the Proposed Allottee(s)	PAN	Category (Promoter and Promoter Group/ Non - promoter)	Maximum No. Of Equity Shares to be allotted
1.	SMALLCAP World Fund, INC	AABCS3581L	Non-Promoter	7,51,964
2.	American Funds Insurance Series Global Small Capitalization Fund	AAATA5708K	Non-Promoter	38,441
	Total			7,90,405

RESOLVED FURTHER THAT the **“Relevant Date”**, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the Proposed Allottees is Wednesday, January 24, 2024 (i.e. the date, which is 30 days prior to the date of shareholders’ meeting).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Allottees in the Preferential Issue shall be listed on the Stock Exchange where the existing Equity Shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchange.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Allottees in form PAS-5 and the Board be and is hereby authorized to make an

offer to the Proposed Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The allotment of Equity Shares by the Company to the Investors pursuant to this resolution shall be made within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations.
- The Proposed Allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. The Equity Shares to be allotted shall be listed on the Stock Exchange, where the existing equity shares of the Company are listed, subject to receipt of necessary permissions and approvals from the Stock Exchange.
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares proposed to be issued shall rank *Pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate dated January 30, 2024 from M/s. Deepak Dhir & Associates, Practicing Company Secretaries, (Membership No: FCS 11633) certifying that the Preferential Issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board and the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to negotiate, finalize, execute and amend any agreement or document and writings relating to preferential issue, (ii) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (iii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iv) listing of shares, (v) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (vi) filing of requisite documents with the depositories, (vii) to resolve and settle any questions and difficulties that may arise in the preferential issue, (viii) issue and allotment of the Subscription Shares, and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

**By order of the Board of Directors
For Aditya Vision Limited**

**Akanksha Arya
Company Secretary
Membership No.: A45021**

**Place: Patna
Date: January 30, 2024**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses as set out in the EGM Notice is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@adityavision.in.
2. In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Board of Directors of the Company has appointed **M/s. Deepak Dhir & Associates**, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner.
8. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

9. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on Friday, January 26, 2024.

As physical copy of the EGM Notice will not be sent by the modes permitted under Companies Act, 2013, the EGM Notice is available on the Company's website at <https://www.adityavision.in> and website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/>

10. Members desiring any information with regard to EGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to seek inspect, may send their request through an email at cs@adityavision.in up to the date of EGM.

12. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolution(s) set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process will be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Tuesday, 20th February, 2024 at 09:00 AM and ends on Thursday, 22nd February, 2024 at 05:00 PM. The remote e-voting module will be disabled by CDSL thereafter.

- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, February 16, 2024.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request with necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@adityavision.in
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

CDSL e-Voting System – For e-voting and Joining Virtual EGM meeting

- (i) In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, and other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI (“the Circulars”), companies are allowed to hold EGM through video conference/other audio visual means (“VC/OAVM”) upto 30th September, 2024, without the physical presence of members. The ensuing EGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company i.e. Aditya House, M-20, Road No. 26, S.K. Nagar, Patna-800001, Bihar.
- (ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by CDSL.

- (iii) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- (iv) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as body corporate can attend the EGM through VC/OAVM and cast their votes through e-Voting.
- (vi) The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the EGM) i.e. www.evotingindia.com.
- (vii) The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA Circulars and SEBI Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL EGM MEETINGS ARE AS UNDER:

- (i) The e-voting period begins on Tuesday, February 20, 2024 at 09:00 AM (IST) and ends on Thursday, February 22, 2024 at 05:00 PM (IST).

During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the cut-off date (record date) i.e. Friday, February 16, 2024, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual EGM meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p>

	remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Aditya Vision Limited> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@adityavision.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@adityavision.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@adityavision.in. These queries will be replied to by the company suitably by email.**
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@adityavision.in
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "COMPANIES ACT") IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ADITYA VISION LIMITED

Item No. 1

In terms of Section 102 of the Companies Act 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 - issue of Equity Shares on preferential basis to Non-Promoter category.

Pursuant to the provisions of relevant sections of the Act, including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), and other Rules/ Regulations as made by Securities and Exchange Board of India, preferential issue of equity shares/ any other securities by the Company on a private placement basis, requires prior approval of the Members by way of a Special Resolution.

The Board at its meeting held on Tuesday, January 30, 2024 approved the proposed issue of up to 7,90,405 equity shares (Seven lakhs ninety thousand four hundred and five) equity shares of face value ₹10/- each, on a preferential basis for cash at a price of ₹3,573.17/- (Rupees three thousand five hundred seventy three and seventeen paise) per Equity Share aggregating up to ₹282,42,51,433.85/- (Rupees Two Hundred and Eighty Two Crores Forty Two Lakhs Fifty One Thousand Four Hundred Thirty three and eighty five paise only) including premium of ₹3,563.17/- (Rupees three thousand five hundred sixty three and seventeen paise) per Equity Share, to the below mentioned proposed allottees ("**Proposed Allottees**") in accordance with the provisions of the SEBI ICDR Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit:

Sr. No	Name of the proposed allottees	PAN	Category (Promoter and Promoter Group/ Non - promoter)	No of Equity Shares proposed to be issued	Consideration payable (₹)_
1.	SMALLCAP World Fund, INC	AABCS3581L	Non-Promoter	7,51,964	268,68,95,205.88
2.	American Funds Insurance Series Global Small Capitalization Fund	AAATA5708K	Non-Promoter	38,441	13,73,56,227.97
	Total			7,90,405	282,42,51,433.85

The Investor(s) have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

Accordingly, in terms of the Companies Act and SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating up to ₹282,42,51,433.85/- (Rupees Two Hundred and Eighty Two Crores Forty Two Lakhs Fifty One Thousand Four Hundred Thirty three and eighty five paise only) by way of issuance of up to 7,90,405 equity shares (Seven lakhs ninety thousand four hundred and five) Equity Shares, for cash consideration by way of a preferential issue on a private placement basis to the Proposed Allottees.

In terms of the Chapter V of SEBI ICDR Regulations the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Extra ordinary General Meeting:

a) Purpose or objects of the preferential issue:

In order to support the incremental business requirements, funding future growth opportunities and for other strategic, business, and corporate purposes the Company requires fund for the following objects:

1. Repayment/ prepayment, in full or part, of certain borrowing availed by the Company;
2. Working Capital Requirement; and
3. General Corporate Purpose.

(Collectively hereinafter referred to as the “**Objects**”)

Utilisation of proceeds of the Preferential Issue

The intended use of the proceeds of Preferential Issue is as under:

(₹) in crore

Sr. No.	Particulars	Total estimated amount to be utilized
1.	Repayment/ prepayment, in full or part, of certain borrowing availed by the Company	36.00
2.	Working Capital Requirement	238.42
3.	General Corporate Purpose	8.00
	Total	282.42

The Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by the Company include borrowing in the form of, *inter alia*, term loans and working capital facilities including fund based and non-fund-based borrowings. The Company proposes to utilize ₹ 36 crore in Fiscal 2025 of the proceeds of the Preferential Issue, towards repayment/ prepayment, in full or part, of certain borrowing of the Company.

On the basis of existing working capital requirement of the Company, the historical holding levels and the assumptions for our estimated working capital requirements, the Company proposes to utilize ₹ 238.42 crore of the proceeds of the Preferential Issue in Fiscal 2024 and 2025 towards our estimated working capital requirements. The balance portion of our working capital requirement, if any, shall be met from internal accruals and short-term borrowings.

The Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to ₹ 8 crore in Fiscal 2024 and Fiscal 2025 crore towards general corporate purposes, including, but not limited to, (i) meeting ongoing general corporate contingencies and exigencies which our Company may face in the course of any business; (ii) meeting any expenses incurred in the ordinary course of business by our Company, including rent, administration expenses, insurance related expenses, and the payment of taxes and duties; (iii) strengthening marketing capabilities, advertising expenses and brand building exercises; (iv) preferential issue expenses; (v) capital expenditure; and (v) any other purpose as approved by our management from time to time, subject to such utilization not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws.

The fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap not exceeding +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 dated December 13, 2022.

Schedule of Implementation and Deployment of Funds

We propose to deploy the proceeds of the Preferential Issue in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹) in crore

Particulars	Amount to be funded from the proceeds of the Preferential Issue	Estimated deployment of the proceeds during Fiscal 2024	Estimated deployment of the Net Proceeds during Fiscal 2025
Repayment/ prepayment, in full or part, of certain borrowing availed by the Company	36.00	-	36.00
Working Capital Requirement	238.42	100.00	138.42
General Corporate Purpose	8.00	1.30	6.70
Total net Proceeds	282.42	101.30	181.12

Our fund requirements and deployment of the Net Proceeds are based on the internal management estimates as per our business plan based on current market conditions. We propose to deploy the entire Net Proceeds towards the Objects in Fiscal 2024 and Fiscal 2025. However, if the proceeds are not completely utilised for the Objects by the end of Fiscal 2025, the remaining proceeds shall be utilised (in full or in part) in subsequent periods in such manner as may be determined by our Company, in accordance with applicable law. In case we require more funds in Fiscal 2024 than as estimated, we will use more funds in FY 2024 and will reschedule the proposed utilisation of the Proceeds and change the allocation of funds from its planned allocation.

The disclosures above are in accordance with BSE Notice No. 20221213-47 dated December 13, 2022 and the Company will appoint a Credit Rating Agency duly registered with the SEBI as the monitoring agency in this respect. The Monitoring Agency shall submit a report to our Board as required under Regulation 162A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

The proceeds of the Preferential Issue shall be transferred in the monitoring account – a separate bank account and pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other instruments as permitted under applicable laws.

b) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 7,90,405 equity shares (Seven lakhs ninety thousand four hundred and five) fully paid up equity shares of ₹ 10/- each of the Company at a price of ₹ 3,573.17/- (including a premium of ₹ 3,563.17/-) per share, aggregating up to ₹282,42,51,433.85/- such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**"). Please refer to Paragraph c) below for the basis for calculating the price for the preferential issue

c) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The Equity Shares are listed on Stock Exchange i.e. BSE Limited and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, the BSE, being the only stock exchange where the equity shares of the Company are listed has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of the following:

- a. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date i.e. relevant date i.e. ₹3,573.16/- per Equity Shares. The Proposed Allottees in the current Preferential Issue, comes under QIB category. Regulation 164(4)(a) of the SEBI ICDR Regulations determines the pricing for under QIB category, which is at a price not less than 10 trading days volume weighted average prices of the Equity Shares of the Company quoted on BSE preceding the relevant date i.e. January 24, 2024 or
- b. Price determined through the valuation report from an independent registered valuer; or

In this regard and in accordance with Regulation 163(3) and other applicable provision of the SEBI ICDR Regulations, the Company has obtained a valuation report from Gaurav Jain, Independent Registered Valuer, Registration No. IBBI/RV/06/2021/13914 and the price determined by such independent registered valuer in the Valuation Report is ₹ 3,573.16/- (Rupees three thousand five hundred seventy three and sixteen paise) per Equity Share.

- c. Floor price determined in accordance with the provisions of the articles of association of the Company. The Articles of Association of the Company provides that the price of the equity shares to be determined by a valuation report of a registered valuer subject to the rules under the Companies Act, 2013.

The Company has also obtained a Pricing certificate dated January 30, 2024 from Deepak Dhir & Associates, Practicing Company Secretaries, Membership No. FCS11633 certifying compliance with the floor price for the proposed Preferential

Issue of the Company, based on the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations.

The price per Equity Share of ₹ 3,573.17/- (Rupees three thousand five hundred seventy three and seventeen paise) is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations.

d) Relevant date with reference to which the price has been arrived at:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is January 24, 2024 being 30 (thirty) days prior to the date of this Extra Ordinary General Meeting to approve the Preferential Issue.

e) Principal terms of assets charged as securities: Not applicable.

f) Class or Classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to the Proposed Allottees (i) SMALLCAP World Fund, INC; and (ii) American Funds Insurance Series Global Small Capitalization Fund. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post preferential allotment of subscription shares. The Proposed Allottees are Qualified Institutional Buyers in accordance with Regulation 2(1)(ss) of SEBI ICDR Regulations.

g) Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

h) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Equity Shares to be allotted shall require to be listed on Stock Exchange, which require in-principle approval of Stock Exchange, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchange, whichever is later.

i) Name of the proposed allottees and identity of the natural persons who are the

ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by the proposed allottee:

Sr. No.	Name of the Proposed Allottees	Present holding		Proposed issue of Equity Shares	Post Issue Holdings	
		No. of Equity Shares	%		No. of Equity Shares	%
1.	SMALLCAP World Fund, INC	Nil	Nil	7,51,964	7,51,964	5.87
2.	American Funds Insurance Series Global Small Capitalization Fund	Nil	Nil	38,441	38,441	0.30

Details of ultimate beneficial owners who ultimately control aforementioned Proposed Allottees

Sr. No.	Name of the Proposed Allottees	Ultimate beneficial owners who ultimately control
1.	SMALLCAP World Fund, INC \$	None [#]
2.	American Funds Insurance Series Global Small Capitalization Fund \$	None [*]

^{\$} Proposed Allottees are registered with SEBI as FPIs.

[#] In absence of an ultimate beneficial owner, Ms. Hong Le has been named as senior managing official as per SEBI regulations and circular issued thereunder and other applicable laws in India.

^{*}In absence of natural person, Mr. Gregory Francis Niland has been named as senior managing official as per SEBI regulations and circular issued thereunder and other applicable laws in India.

j) Change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

k) Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Sr. No.	Category	Pre- issue		Post- issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoters / Promoter Group's holding				
1.	Indian				
	Individual	71,30,367	59.28	71,30,367	55.62
	Bodies Corporate	-	-	-	-
	Sub-Total	71,30,367	59.28	71,30,367	55.62
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	71,30,367	59.28	71,30,367	55.62
B.	Non-Promoters' holding				
1.	Institutions (Domestic)	9,40,762	7.82	9,40,762	7.34
2.	Institutions (Foreign)	1,03,392	0.86	8,93,797	6.97
3.	Non-Institutions				
	Corporate bodies	2,55,045	2.12	2,55,045	2.00
	Directors and relatives	-	-	-	-
	Indian Public	33,89,694	28.18	33,89,694	26.44
	Other [including Non-resident Indians (NRIs)]	2,09,240	1.74	2,09,240	1.63
	Sub-Total (B)	48,98,133	40.72	56,88,538	44.38
C.	Non-Promoter Non-Public Shareholder				
	Custodian / DR holder	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total	1,20,28,500	100.00	1,28,18,905	100.00

Notes:

The Pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, January 26, 2024.

l) Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations

m) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall

continue to be locked-in till the time such amount is paid.

n) Listing:

The Company shall make an application to BSE Limited on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

o) Other disclosures:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Full consideration shall be paid by the Proposed Allottees before the allotment of such shares.
- Neither the Company nor any of its directors or Promoters are a wilful defaulter or fraudulent borrower, as defined under SEBI ICDR Regulation
- Neither the Company nor any of its directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-2024.
- Proposed Allottees do not hold any share prior to the date of Notice of this Extra Ordinary General Meeting, hence lock-in of pre-allotment holding is not applicable.

p) Certificate of a practicing company secretary:

As per Regulation 163(2) of the SEBI ICDR Regulations, the Company is required to place a copy of the certificate of a practicing company secretary before the shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations. Accordingly, a certificate from M/s. Deepak Dhir & Associates, Practicing Company Secretaries, FCS 11633, as per the aforesaid requirements has been obtained by the Company. The copy of the said certificate shall be made available for inspection by the members during the voting period and is also hosted on website of the Company which can be accessed at this link: <https://adityavision.in/media/attachments/2024/01/30/pcs-certificate.pdf>

q) Certificate from an Independent Registered Valuer:

Gaurav Jain, Independent Registered Valuer with IBBI Registration No. IBBI/RV/06/2021/13914 have issued a valuation report dated January 30, 2024 using all the methods of valuation viz. Income approach, Asset Approach and Market approach for the proposed Preferential Issue and the said report can be found on the

website of the Company which can be accessed at this link
[https://adityavision.in/media/attachments/2024/01/30/valuation-report .pdf](https://adityavision.in/media/attachments/2024/01/30/valuation-report.pdf)

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in the said item of the Notice.

The issue of the Equity Shares pursuant to the preferential issue would be within the authorized share capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the Special Resolution at Item no. 1, as set out in the accompanying Notice for approval by the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**By order of the Board of Directors
For Aditya Vision Limited**

**Akanksha Arya
Company Secretary
Membership No.: A45021**

**Place: Patna
Date: January 30, 2024**