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OVERSEAS (INDIA) LTD.

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 28th Annual General Meeting of **ALFAVISION OVERSEAS (INDIA) LIMITED** will be held on Friday, 30th Day of September, 2022 at 04:00 P.M., at, 1-A, Press Complex, A.B. Road, Indore - (M.P.) 452001 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited standalone financial statements of the company for the year ended 31st March 2022, including the audited standalone and consolidated balance sheet as on 31st march, 2022, the statement of Profit & Loss, Cash flow statement for the year ended on 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Vishnu Goyal (DIN:00306034)**, who retires by rotation and being eligible offers himself re-appointment.
3. To declare 5% dividend on equity shares of face value of Rs. 1/- each for the financial year ended 31st March, 2022.

SPECIAL BUSINESS:

4. To re-appoint Mr.Vishnu Prasad Goyal (DIN:00306034) as a Chairman and Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules, if any, ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, as amended from time to time, and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Vishnu Prasad Goyal (DIN: 00306034) as Managing Director and Chairman of the Company, for the period and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board) from time to time to alter the said terms and conditions of re-appointment and remuneration of Mr. Vishnu Prasad Goyal in the best interests of the Company and as may be permissible at law, viz.



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- A. **Period:** 5 Years w.e.f October 01, 2022 with the liberty to either party to terminate the appointment on 3 (three) months' notice in writing to the other.
- B. **Remuneration:** Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any month, exceed ₹5,00,000 (Rupees Five Lacs only), as may be decided by the Board from time to time.
- C. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Goyal in accordance with the applicable provisions of the Act read with Schedule V of the Act.
- D. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to Mr. Goyal during the tenure of his appointment.
- E. **Reimbursement:** The Managing Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
- F. **The terms and conditions** of the said appointment may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
- G. Subject as aforesaid, Mr. Goyal shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- H. For the purposes of calculating the value of perquisites, the same shall be evaluated as per Income Tax Rules, 1962, wherever applicable or at actual cost.
- I. The Managing Director shall not be entitled to receive any fees for attending meetings of the Board/Committee. The Managing Director shall, subject to the supervision and control of the Board of Directors; carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."



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5. To confirm and approve the appointment of Mr. Ravi Goyal (DIN:02839450), as the Whole-time Director

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on September 05, 2022 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, as amended from time to time, and subject to the approval of the Central Government and all other applicable regulatory approvals, as may be required, the approval and/or consent of the members be and is hereby accorded for appointment of **Mr. Ravi Goyal (DIN:02839450)** as a Whole-time Director of the Company to hold office for a period of 5 years with effect from September 25, 2022 to September 24, 2027 and the payment of salary, fixed compensation, commission/profit share, annual performance pay, incentives and perquisites (hereinafter referred to as "remuneration"), shall be Rs. 5,00,000 /- month (Rs. Five Lacs per month) upon the terms and conditions as set out in the Explanatory Statement attached hereto and the Board of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement anytime and from time to time in such manner on such terms and conditions as may be agreed in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT Mr. Ravi Goyal (DIN:02839450) would continue to hold the office as the Chief Financial Officer ("CEO") and a KMP of the Company, in addition to being a Whole-time Director, as per the terms and conditions, as approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To approve the increase in the limits u/s 180(1) of the companies Act, 2013 for authority to the Board to Borrow funds exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium.

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

"RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the



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relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow at any time or from time to time by obtaining loans, overdraft facilities, lines of credit, commercial papers, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from the directors, Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporate or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1000 Crores only (Rupees Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.

7. Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the 'Board', which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of **Rs. 50 Crores (Rupees Fifty Crores only)** in their absolute discretion deems beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By the orders of Board of Directors
For Alfavision Overseas (India) Limited

Date: September 5, 2022
Place: Indore

Sd/
Vishnu Prasad Goyal
Managing Director
DIN: 00306034



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Notes :

- An Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Annual General Meeting ("AGM") ("Notice") is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") of persons seeking appointment / re-appointment as Directors is also annexed.
- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID, THE PROXY FORMS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- Corporate members are requested to forward a certified copy of board resolution authorizing their representatives to attend and vote at the Annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
- Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting.
- Proxy form(s) and certified copy of board resolution(s) authorizing representative(s) to attend and vote at the meeting shall be sent to the registered office of the company and addressed to the "Secretarial Department".
- In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
- The Company has designated an exclusive email address alfavision@rediffmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.



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- Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company Registrar and Share Transfer Agent.
- Members attending the meeting are requested to bring with them the Attendance slip attached to the notice duly filled in and signed and handover the same at the entrance of the hall.
- SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
- In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the member who are holding their shares in physical form may send the duly filed form to our Registrar Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 IN, for sending the document in electronic form. The form is enclosed with Annual Report, which is available on website of the company.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Details under SEBI (Listing Obligation and Disclosure Requirements) 2015 with the Stock Exchange in respect of Directors seeking re-appointment at the Annual General Meeting is given in corporate governance report forming part of this annual report.
- In compliance with provisions of regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) 2015 entered into with the Stock Exchange(s), the Company is pleased to offer e-voting facility to enable members to cast their votes electronically. The Company has agreement with **CENTRAL DEPOSITORY SERVICES LIMITED (CDSL)** for facilitating e-voting to enable the shareholders to cast their votes electronically.



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- CS Maitri Khandelwal, Practicing Company Secretaries, shall act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.
- The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.

The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company ("RTA") in case the shares are held in physical form.

RECORD DATE FOR DIVIDEND:

The Record date for the purpose of ascertaining for entitlement of payment of dividend, if any approved by members of the Company, to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting is fixed on **Thursday, September 29, 2022.**

The dividend on Equity Shares, if declared at the AGM, will be payable on or after **Wednesday, October 05, 2022** to those members whose names appear as Members in the Register of Members of the Company on **Thursday, September 29, 2022** in respect of the shares held in electronic form, the dividend will be paid on the basis of Beneficial Ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

Procedure for E-voting:-

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **27th day of September, 2022 (09:00 A.M.)** and ends on **29th day of September, 2022 (05:00 P.M.)** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd day of**



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September, 2022 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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. 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 evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ANKITCONSULTANCY, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">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.nsdl.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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. 1800225533
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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.



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- 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 10digit 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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- 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 will be mapped automatically & can be de link in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; alfavision@rediffmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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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 **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 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

**By the orders of Board of Directors
For Alfvision Overseas (India) Limited**

**Date: September 05, 2022
Place: Indore**

**Sd/-
Vishnu Prasad Goyal
Managing Director
DIN: 00306034**



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OVERSEAS (INDIA) LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Item Nos. 4 to 7 mentioned in the accompanying Notice.

ITEM NO. 4

Mr. Vishnu Prasad Goyal is one of the promoters and founder of the Company. He is associated with the Company from the year 2009. Currently, he is acting as a Managing Director and Chairman of the Company.

The Board of Directors, based on the recommendation of the NRC Committee, at its meeting held on September 05th, 2022 and taking into account the contributions made by Mr. Goyal, including his vast experience and knowledge, has approved the re-appointment of Mr. Vishnu Prasad Goyal as Managing Director of the Company with effect from October 01, 2022 for a period of 5 (five) years, subject to the approval of the Members. He will also continue to be a Key Managerial Personnel of the Company. The Nomination and Remuneration Committee of the Company has also approved the terms of appointment, including remuneration.

A brief profile of Mr. Goyal is given below:

Mr. Vishnu Prasad Goyal, Managing Director and Chairman of your Company, has an experience of more than 30 years in entrepreneurship. His exceptional and distinguished mission and vision have brought up his ventures to new heights and untapped potential. He is eminent personality managing the whole company in best effective manner. He has been exceptional in his networking and relationship building skills with customers and other stakeholders and has built a strong network for the business. He is a capable team builder and has strong people skills.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act (as amended), and based on the recommendation of the Board and the NRC, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Vishnu Prasad Goyal as Managing Director as set out in the resolution.

Except Mr. Vishnu Prasad Goyal, to whom the resolution relates, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the notice.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members of the Company.



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ITEM NO.5:-

Mr. Ravi Goyal has been appointed as a Chief Financial Officer of the Company w.e.f. March 16, 2017. And he was also appointed as a Non- executive Non-Independent Director of the Company with effect from September 28, 2017.

Considering his outstanding performance and dedication towards the company, the Board at its meeting held on September 05, 2022 has, subject to the approval of members, appointed Mr. Ravi Goyal as Whole-time Director for a period of 5 (five) years w.e.f September 25, 2022 to September 24, 2027, on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Ravi Goyal as Whole-time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Ravi Goyal are as under:

1. Remuneration: Mr. Ravi Goyal shall be paid remuneration of Rs. 5,00,000 /- month (Rupees Five Lacs) per month subject to the provisions of the Companies Act, 2013, which includes salary, perquisites and allowances.
2. Reimbursement of Expenses: Mr. Ravi Goyal shall be entitled to be reimbursed from the Company all the expenses incurred by him on behalf of the Company.
3. General: (i) Mr. Ravi Goyal will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time. (ii) shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties of directors. (iii) Office of the Whole-time Director may be terminated by the Company or the Whole-time Director, by giving 3 (three) months' prior notice in writing.

Except Mr. Ravi Goyal, to whom the resolution relates, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the notice.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members of the Company.



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ITEM NO. 6:-

Due to the increasing business operations and future growth plans of the Company would necessitate borrowing from bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, in the national markets, as may be considered suitable by the Board. However as per the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business except with the consent of the Shareholders in General Meeting by way of special resolution, borrow monies in excess of the aggregate of the paid-up capital and free reserves of the Company.

The Members of the Company at their Meeting held on January 29, 2022 had authorizing the Board to borrow monies, from time to time, upto Rs. 250.00 Crores apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business. The Board is of the view that the company is planning some expansion activities due to which the company may require additional long term / short term funds by way of borrowings therefore, it would be appropriate and in the best interest of the Company to increase the borrowing powers by the members to the Board of Director or committee thereof or the person as may be authorized by the Board or Committee thereof from time to time to borrow monies, whether secured or otherwise (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), from time to time on behalf of the company upto a maximum of Rs. 1000 crores (Rs. Thousand Crores).

As explained above consequent to the proposed increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their General Meeting held for creation of security and charge on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company which inter - alia provides powers to the secured lenders to dispose of the securities for realization of their loan amount, therefore it is required to seek consent of shareholders by way of special resolution.

None of the Directors and Key Managerial Personal and their relatives is either directly or indirectly concerned or interested, in the proposed resolutions. However, the directors and their relatives may be considered as financially interested to the extent of the interest as may be received by them on the unsecured loan, if any, as may be provided by them to the Company from time to time.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members of the Company.



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ITEM NO.7:-

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 7 of the accompanying notice to the extent of their respective shareholding in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members of the Company.

**By the orders of Board of Directors
For Alfavision Overseas (India) Limited**

**Date: September 05, 2022
Place: Indore**

**Sd/-
Vishnu Prasad Goyal
Managing Director
DIN: 00306034**



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OVERSEAS (INDIA) LTD.

Details of Director seeking appointment/ re-appointment at the Annual General Meeting

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015)

Name of Director	Vishnu Prasad Goyal	Ravi Goyal
Age	67	31
Qualification	B.com	B.com & MBA
Date of appointment	21/08/2009	28/09/2017
Expertise	The Main Drivers Have Been Agri Commodity, Capital Market, Print & Electronic Media And Improved Customer And Employee Satisfaction, Customer Service, Product Management, Cross Functional Business Improvements And Culture Change	Accounts, Capital Market, Print & Electronic Media.
Number of Board Meeting Attended	ALL	ALL
Other Directorships (excluding Pvt. Companies) as on 31st March, 2022	VISHNU VISION CREDIT AND CAPITAL LIMITED	VISHNU VISION CREDIT AND CAPITAL LIMITED
Chairman / Member of the Committees as on 31st March, 2022	NIL	Audit committee Stakeholder relationship committee Nomination and remuneration committee
Shareholding (No. of Shares) as on 31ST March, 2022	594627	25250



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ALFAVISION OVERSEAS (INDIA) LIMITED

CIN: L67120MP1994PLC008375

**ATTENDANCE
SLIP**

Regd. Office: 1-A, Press Complex, A.B. Road, Indore - 452001, Madhya-Pradesh, Indore

Please Fill Attendance Slip and Hand it Over at The Entrance of the Meeting Hall:

(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP Id*	
Client Id*	

Folio No.	
No.of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 28TH ANNUAL GENERAL MEETING of the Company held on Friday, 30th September, 2022 at 04:00 P.M. at 1-A Press Complex, A.B. road, Indore (MP)

***Applicable for investors holding shares in electronic form Signature of Shareholder/proxy**



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OVERSEAS (INDIA) LTD.

ALFAVISION OVERSEAS (INDIA) LTD**CIN: L67120MP1994PLC008375****Regd. Office: 1-A, Press Complex, A.B. Road, Indore - 452 001, Madhya-Pradesh, India****PROXY FORM****FORM NO. MGT- 11**

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

Name of company :.....
CIN:.....
Registered office :.....

Name of the member(s) :.....
Registered address :.....
E-mailId :
Folio No/ ClientId/DP ID:

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

1. Name :
Address :
E-mailId : Signature: or failing him/her

2. Name :
Address :
E-mailId : Signature: or failing him/her

3. Name :
Address :
E-mailId : 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 ANNUAL GENERAL MEETING of the Company held on Friday, September 30, 2022 at 04:00 P.M. at 1-A Press Complex, A.B. Road Indore 452001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Assent	Dissent
1. To receive, consider and adopt the Audited standalone financial statements of the company for the year ended 31st March 2022, including the audited standalone and consolidated balance sheet as on 31st march, 2022, the statement of Profit & Loss, Cash flow statement for the year ended on 31st March 2022 and the Reports of the Board of Directors and Auditors thereon		
2. To appoint a director in place of Mr. Vishnu Goyal (DIN:00306034) , who retires by rotation and being eligible offers himself re-appointment		
3. To declare 5% dividend on equity shares of face value of Rs. 1/- each for the financial year ended 31st March, 2022		



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4.To re-appoint Mr. Vishnu Prasad Goyal (DIN:00306034) as a Chairman and Managing Director of the Company		
5. To confirm and approve the appointment of Mr. Ravi Goyal (DIN:02839450), as the Whole-time Director		
6 .To approve the increase in the limits u/s 180(1) of the companies Act, 2013 for authority to the Board to Borrow funds exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium		
7. Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013		

Signed this...day of...2022

.....
Signature of Proxy holder(s)

Affix
Revenue
stamp

...Signature of shareholder

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.

ALFAVISION OVERSEAS (INDIA) LTD.

EGM ROUTE MAP

Indore JnBg to Alfavision Overseas India Ltd.

Drive 4.0Km,14 min.

