



ALFAVISION OVERSEAS (INDIA) LTD.

Ref. No: AOIL/BM/1st/2022-23

Date: May 23, 2022

By Hand/Email

To,

<u>Sr.No.</u>	<u>Name</u>	<u>Designation/Status</u>
1.	Mr. Vishnu Prasad Goyal	Chairman and Managing Director
2.	Mr. Ravi Goyal	Director and Chief Financial Officer
3.	Mr. Vijay Singh Bharaktiya	Independent Director
4.	Ms. Priya Chhabra	Independent Director
5.	Mr. Chandra Goyal	Chief Executive Officer (Special Invitee)
6.	M/s. Sahaj & Co., Chartered Accountants	Statutory Auditors (Special Invitee)
7.	Ms. Priyanka Toriya	Company Secretary and Compliance Officer (For Assistance)

Directors and Invitees of Alfavision Overseas (India) Limited at their registered E-Mail IDs or residential addresses.

SUBJECT: NOTICE FOR THE 1ST /2022-2023 MEETING OF BOARD OF DIRECTORS

Dear Sir/ Madam,

You are cordially invited to attend the **1st/2022-2023** Meeting of Board of Directors of the Company to be held on **Monday, May 30, 2022, at 05:00 PM** at the Registered office of the Company situated at 1-A, Press Complex, A.B. Road, Indore - 452 001 (MP), to transact the businesses as mentioned in the agenda enclosed herewith.

We would like to inform that; you may attend the Board Meeting through Video Conferencing. The mode of participation may please be confirmed to the undersigned at email Id: alfavision@rediffmail.com. In the absence of your confirmation, it shall be presumed that you'll be attending the Board meeting physically and not through Video-conference.

You are requested to please make it convenient to attend the Meeting and acknowledge the receipt of the notice and detailed notes on the agenda items and relevant working papers along with the details notes and relevant documents.

Please also communicate your request for leave of absence, if any, to the undersigned at E-Mail Id: alfavision@rediffmail.com

Issued by the Orders of the Chairman.

Thanking you,
Yours faithfully**For Alfavision Overseas (India) Limited**Sd/-
Ravi Goyal
Director
DIN: 02839450**Encl.:** 1. Agenda, Notes to the Agenda Items and Draft of the Resolutions for Board Meeting



ALFAVISION

OVERSEAS (INDIA) LTD.

AGENDA & NOTES TO THE AGENDA ITEMS

For the 1st/ 2022-2023 Meeting of the Board of Directors of the Company to be held on Monday, 30th May, 2022.

Agenda Item No.	Particulars	Nature of business	Annexure
1.	To consider and grant leave of absence to the director(s) from attending the Meeting, if requested by the directors.	General	-
2.	To take note of the Minutes of previous Board Meeting held on 14 th February, 2022.	General	1. Draft of Resolution
3.	To take note of the Minutes of: a) 1 st /2022-23 Board Meeting of Alfavision Fibres Private Limited (Subsidiary) held on 30 th May, 2022. b) 1 st /2022-23 Audit Committee Meeting held on 30 th May, 2022.	General	2& 3. Draft of Resolutions
4.	To consider and review the working progress of the Company.	General	Summary of Operations
5.	To consider and take on record the declaration submitted by the Independent Directors for confirming their independence as per requirement of section 149(6) of the Companies Act, 2013. (Copy of the Declaration from the Independent Directors to be placed before the table.)	Significant	4. Draft of Resolution
6.	To consider and take on record the status of non-disqualification by the Directors, if any, pursuant to section 164(2) of the Companies Act, 2013 in the Form DIR-8. (Copy of the form DIR-8 to be received from all the Directors to be placed before the table.)	Significant	5. Draft of Resolution
7.	To consider and take note on Disclosure of Interest by all the directors including Independent Directors, and KMPs in the Form MBP-1 (Copy of the Form MBP-1 and details of transactions to be received and will be placed before the table.)	Significant	6. Draft of Resolution
8.	To give authority to file forms to ROC.	General	7. Draft of Resolution
9.	To consider and approve the Remuneration of the Statutory Auditor for financial year 2021-22.	Significant	8. Draft of Resolution
10.	To consider and confirm the compliance with the Code of conduct under regulation 26 (3) of the SEBI (LODR) Regulation, 2015 by Directors and Senior management.	General	9. Draft of Resolution
11.	To consider and confirm for no material and reportable fraud committed by or against the Company by any employee and No complaint received or pending before the Vigil Mechanism during the year 2021-2022.	Significant	-
12.	To take on record Certificates given by CEO and CFO for Audited Financial Results of the Company as per requirement of Regulation 33(2)(a) and 17(8) of the SEBI (LODR) Regulations, 2015 (Certificates to be placed before the Board at the Meeting.)	Significant	-
13.	To consider and approve the Standalone Audited Financial	Significant	10. Draft of



ALFAVISION

OVERSEAS (INDIA) LTD.

	Statement of Alfavision FIBRES Private Limited (Subsidiary Company) for the Year ended 31 st March, 2022.		Resolution
14.	To consider and approve the Standalone and Consolidated Audited Financial Results of the company in terms of regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for the year ended 31 st March, 2022, and related compliance along with Audit Report, 2022. (Results and Copy of the audit report shall be placed at the Meeting)	Significant	11. Draft of Resolution
15.	To consider and take on record declaration in compliance of regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for audit report with unmodified opinion (to be placed at the meeting).	Significant	-
16.	To consider and approve Standalone and Consolidated Audited Financial Statements i.e. Balance Sheet as at 31 st March, 2022, and the Statement of Profit and Loss and Cash Flow etc. for the year ended 31 st March, 2022, and authorise Directors, CEO, Company Secretary and CFO to sign and deliver the same to the Statutory Auditors for their certification and Report thereon. (To be placed on the table)	Significant	12. Draft of Resolution
17.	To consider and appoint the Secretarial Auditors of the Company for the year 2022-2023. (Copy of the Consent & Eligibility letter from the Secretarial Auditors will be placed before the table)	Significant	13. Draft of Resolution
18.	To consider and take on record the Statutory Auditor's Report on Standalone and Consolidated Audited Financial Statements for Financial Year 2021-2022. (Copy of the Statutory Auditor's Report will be placed before the table)	Significant	-
19.	To consider and approve the amendment of Related Party Transaction Policy as per the provisions of section 188 of the Companies Act, 2013, and regulation 23 of SEBI (LODR) Regulations, 2015.	General	14. Draft of Resolution
20.	To consider and take note of the Related Party Transactions entered during the year 2021-22.	General	15. Draft of Resolution
21.	To consider and approve the amendment of following policies and Code: a) Archival Policy and Policy for preservation of Document, b) Nomination and Remuneration Policy, c) Vigil Mechanism Policy/ Whistle Blower Policy d) Policy on determining materiality of Events/ Information e) Code of conduct under SEBI (Prohibition of Insider Trading Regulations) 2015	Significant	16. Draft of resolution
22.	To approve and adopt Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.	Significant	17. Draft of resolution
23.	To consider and take on record quarterly and half yearly compliance report as submitted to the BSE: a) Compliance Report on Corporate Governance under	General	-



ALFAVISION

OVERSEAS (INDIA) LTD.

	<p>Regulation 27(2) of the SEBI (LODR) Regulations, 2015 for the quarter ended on 31st March, 2022, in XBRL Mode.</p> <p>b) Statement of number of investor complaints for the quarter ended 31st March, 2022.</p> <p>c) Certificate for compliance under Regulation 7(2) & 7(3) of SEBI (LODR) Regulations, 2015 for the half year ended 31st March, 2022.</p> <p>d) Certificate for Compliance under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the half year ended 31st March, 2022.</p> <p>e) Reconciliation of Share Capital Audit Report by PCS for the quarter ended 31st March, 2022, filed in PDF and XBRL Format.</p> <p>f) Shareholding Pattern filed for the half year ended on 31st March, 2022 in XBRL Format.</p> <p>g) Disclosures filed to BSE under Regulation 30 of the SEBI (LODR) Regulations, 2015, if any.</p> <p>h) Secretarial compliance Report for the year ended 31st March, 2022.</p>		
24.	To consider and take on record the statements of compliance for various rules and regulations along with the compliance certificate by MD/WTD (Will be placed before the table.)	General	18. Draft of resolution
25.	To consider and take on record the report given by compliance officer under SEBI (LODR) Regulations 2015, SEBI (SAST) Regulations 2011 and SEBI (PIT) Regulations 2015.	General	-
26.	To consider and take on record the status of legal matters, if any.	General	-
27.	To consider and take on record the consent of the directors for receiving of the information, relating to price sensitive information on shorter notice and/ or place before the board or committee meetings only.	General	19. Draft of resolution
28.	To deal in any other businesses, if any, which may be placed before the Board with the consent of the Chairman and majority of the Directors present at the meeting.	-	-
29.	To circulate minutes of the Meeting to the Board members and take their comments to finalise the same. (Minutes will be circulated after end of discussion on agenda items.)	General	-

FOR ALFAVISION OVERSEAS (INDIA) LIMITED

Sd/-
Ravi Goyal
 Director
 DIN: 02839450

Regd. Office: 1-A, Press Complex, A.B. Road, Indore - 452 001, Madhya-Pradesh, India

Website: www.alfavisionindia.in, E-mail: alfavision@rediffmail.com

CIN - L67120MP1994PLC008375

DETAILED AGENDA ITEMS, ITS ANNEXURES AND DRAFT RESOLUTIONS THERETO, IF ANY, TO BE PASSED BY THE BOARD

At the 1st/2022-2023 Meeting of the Board of Directors of the Company to be held
on Monday, 30th May, 2022.

ITEM NO.1: TO CONSIDER THE REQUEST TO GRANT LEAVE OF ABSENCE TO THE DIRECTOR(S) FROM ATTENDING THE MEETING, IF ANY:

The request for providing leave of absence asked by the director(s), if any, shall be placed before the Board for consideration.

Annexure-1

ITEM NO.2: TO TAKE NOTE OF THE MINUTES OF PREVIOUS BOARD MEETING HELD ON 14TH FEBRUARY, 2022.

Note: Copy of the Minutes of Board Meeting held on 14-02-2022 will be placed before the Board.

The CS shall place on the table the Minutes of the previous meeting of the Board held on 14th February, 2022 which were circulated and approved and then recorded in the Minute Book as required under SS-1 and which will be read by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT the Minutes of the previous Meeting of the Board, held on 14th February, 2022 as circulated, confirmed and recorded in the Minute Book on 15th February, 2022 confirming the requirements of SS-1, be and hereby noted by the Board.”

Annexure-2

ITEM NO.3 (a): TO TAKE NOTE OF THE MINUTES OF 1ST/2022-23 BOARD MEETING OF ALFAVISION FIBRES PRIVATE LIMITED (SUBSIDIARY) HELD ON 30TH MAY, 2022.

Note: Copy of the Minutes of 1st/2022-23 Board Meeting of Alfavision Fibres Private Limited held on 30th May, 2022 will be placed before the Board.

The CS shall place on the table the Minutes of the 1st/2022-23 meeting of the Board of Alfavision FIBRES Private Limited held on 30th May, 2022 and circulate to the members of the board and which shall be read by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT the Minutes of the previous 1st/2022-23 Meeting of the Board of Alfavision Fibres Private Limited held on 30th May, 2022, as circulated, approved and recorded in the minute book on 30th May, 2022 and as placed & read out at this meeting be and are hereby were noted, confirmed and signed by the Chairman.”

Annexure-3

ITEM NO.3 (b): TO TAKE NOTE OF THE MINUTES OF 1ST/2022-23 AUDIT COMMITTEE MEETING HELD ON 30TH MAY, 2022.

Note: Copy of the Minutes of 1st/2021-22 Audit Committee Meeting held on 30TH MAY, 2022 will be placed before the Board.

The CS shall place on table the Minutes of 1st/2022-23 Audit Committee Meeting to be held on 30th May, 2022, and circulate to the members of the board and which shall be read by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT the minutes of the 1st/2022-23 Audit Committee Meeting held on 30th May, 2022, as circulated, approved and recorded in the minute book on 30th May, 2022 and as placed & read out at this

meeting be and are hereby noted by the Board.”

ITEM NO. 4: TO CONSIDER AND REVIEW THE WORKING OF THE COMPANY:

The Chairman/CFO shall inform the Board about progress of the Company in the year ended 31st March, 2022, as well up to current working. He may place before the Board statements of Sales & Purchase, Debtors & Creditors position and stock in trade for detailed discussion.

Annexure-4

ITEM NO. 5: TO CONSIDER AND TAKE ON RECORD THE DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS FOR CONFIRMING THEIR INDEPENDENCE AS PER SECTION 149(6) OF COMPANIES ACT, 2013.

(Copy of the Declaration from the Independent Directors to be placed before the table)

The CS will place before the Meeting declaration received from the Independent Directors viz. Vijay Singh Bharaktiya and Ms. Priya Chhabra for their independence as per section 149 of the Companies Act, 2013 which will be considered and taken on record by the Board and may pass the following resolution.

“RESOLVED THAT pursuant to the provisions of section 149(6) of the Companies Act, 2013 the declaration as received from the Independent Directors viz. Vijay Singh Bharaktiya and Ms. Priya Chhabra for their independence as per Section 149 of Companies Act, 2013 read with the SEBI(LODR) Regulations, 2015 be and is hereby considered and after satisfying their independency, the same were taken on record by the Board.”

Annexure-5

ITEM NO. 6: TO CONSIDER AND TAKE ON RECORD THE STATUS OF NON-DISQUALIFICATION BY THE DIRECTORS PURSUANT TO SECTION 164(2) OF THE COMPANIES ACT, 2013 IN THE FORM DIR-8.

(Copy of the form DIR-8 received from all the Directors to be placed before the table)

The Company Secretary will place before the Board the confirmation received from all the directors of the company in prescribed Form DIR-8 confirming that they are not disqualified from being appointed as a Director/Managing Director/ Whole-time Director of any other company pursuant to the provisions of section 164(2) of the Companies Act, 2013 and rules made there under. The same will be read out & taken on record by the Board and may pass the following resolution:

“RESOLVED THAT the confirmation received from all the directors of the Company in prescribed Form DIR-8 regarding their non-disqualification pursuant to section 164(2) of the Companies Act, 2013 and rules made there under from being appointed as director of company as placed before and read out at this meeting be and are hereby taken on record and that is hereby declared and confirmed that none of the directors of the Company is disqualified in terms of section 164(2) of the Companies Act, 2013 as at 31st March, 2021 and that this confirmation be forwarded to the Auditors of the company for the purpose of inclusion in their audit report.”

Annexure-6

ITEM NO. 7: TO CONSIDER AND TAKE NOTE ON DISCLOSURE OF INTEREST BY ALL THE DIRECTORS INCLUDING INDEPENDENT DIRECTORS, AND KMPs IN THE FORM MBP-1.

(Copy of the Form MBP-1 received from all the directors to be placed before the table)

The Company Secretary shall place before the Board disclosure of interest received from all the directors and KMP's of the Company in prescribed Form MBP-1 to take the same on record. The Board may consider and take on record the same and may pass following resolution:



ALFAVISION

OVERSEAS (INDIA) LTD.

“RESOLVED THAT pursuant to section 184 and other applicable provisions, if any, of the Companies Act, 2013, read with rule 8 & 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, notice of disclosure of Interest in Form MBP-1 given by the following Directors of the Company, be and is hereby noted and taken on records as follows:

1. Mr. Vishnu Prasad Goyal
2. Mr. Vijai Singh Bharaktiya
3. Mr. Ravi Goyal
4. Ms. Priya Chhabra
5. Mr. Chandra Goyal

RESOLVED FURTHER THAT a copy of the aforesaid Form MBP-1 be and is hereby kept in the safe custody of Mr. Vishnu Prasad Goyal, Chairman & Managing Director of the Company.”

Annexure-7

ITEM NO.8: TO GIVE AUTHORITY TO FILE FORMS AND RETURNS WITH ROC.

The Chairman shall inform the Board that the company has to authorize Managing Director or any Director of the company to digitally sign and file necessary e-forms and other necessary papers and certification thereof by the Practicing Company Secretary as may be required on behalf of the Company. The Board after discussion may pass following resolution:

“RESOLVED THAT Shri Vishnu Prasad Goyal, Chairman & Managing Director (DIN:00306034) or Mr. Ravi Goyal, Director(DIN:02839450) of the Company be and is hereby authorized to sign various e-Forms digitally by their digital signature for and on behalf of the Company and further Ms. Maitri Khandelwal, Practicing Company Secretary(ACS:51911, COP No: 25518), be and is hereby requested to certify all the said Form as may be required to be filed by the Company with the ROC or the MCA Portal, for and on behalf of the Company from time to time.”

Annexure-8

ITEM NO.9: TO CONSIDER AND APPROVE THE REMUNERATION OF THE STATUTORY AUDITOR FOR THE YEAR 2021-2022:

The Chairman shall place before the Board recommendation provided by the Audit Committee for remuneration of M/s. Sahaj & Co., Chartered Accountants (Firm Registration No.020149C), the Statutory Auditors for the year 2021-2022 as provided in the books of accounts.

Board shall discuss the matter and decide to give remuneration of Rs.....for the year 2021-2022 as under:

For Audit Fee	: Rs.....
For Tax Audit Fee	: Rs.....
For Certification & Other Services	: Rs.....
Reimbursement of Pocket Expenses	: Rs.....
TOTAL	: Rs.....

The Board is required to consider and approve the same and pass the resolution accordingly. The Board there after passed the following resolution unanimously.



ALFAVISION

OVERSEAS (INDIA) LTD.

“RESOLVED THAT the approval of the Board of Directors of the Company be and is hereby granted to approve the Remuneration of M/s. Sahaj & Co., Chartered Accountants (Firm Registration No.020149C), the Statutory Auditors for the year 2021-22 as under :

For Audit Fee	: Rs.....
For Tax Audit Fee	: Rs.....
For Certification & Other Services	: Rs.....
Reimbursement of Pocket Expenses	: Rs.....
TOTAL	: Rs.....

Annexure-9

ITEM NO.10: TO CONSIDER AND CONFIRM THE COMPLIANCE WITH THE CODE OF CONDUCT UNDER REGULATION 26 (3) OF THE SEBI (LODR) REGULATION, 2015 BY DIRECTORS AND SENIOR MANAGEMENT.

The CS shall inform and place before the Board and Senior Management copy of code of conduct and further request them to affirm the compliance of the Code of conduct. The Board after considering the Code may pass the following resolution:

“RESOLVED THAT pursuant to the provisions of regulation 26 (3) of the SEBI (LODR) Regulation, 2015, the Board and Senior Management affirm with the compliance of Code of Conduct. “

ITEM NO. 11: TO CONSIDER AND CONFIRM FOR NO MATERIAL AND REPORTABLE FRAUD COMMITTED BY OR AGAINST THE COMPANY BY ANY EMPLOYEE AND NO COMPLAINT RECEIVED OR PENDING UNDER THE VIGIL MECHANISM DURING THE YEAR 2021-22:

The Board will consider the fraud reported by the Auditors in their reports, if any, as well as no complaints received or pending under Vigil Mechanism during the financial year 2021-22.

ITEMNO.12: TO TAKE ON RECORD CERTIFICATES GIVEN BY CEO AND CFO FOR AUDITED FINANCIAL RESULTS OF THE COMPANY AS PER REQUIREMENT OF REGULATION 33 (2)(a) AND REGUALTION 17(8) RESPECTIVELY OF SEBI(LODR)REGULATIONS, 2015.

(Declaration to be placed on the Table)

The CFO will place before the Board the Certificate under Regulation (33)(2)(a) and Compliance Certificate under Regulation 17(8) of SEBI (LODR)Regulations, 2015 regarding Audited Financial Results for the year ended on 31stMarch, 2022, which are certified by the CEO and CFO of the company that the Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. The Board will consider and take on record the same.

Annexure-10

ITEM NO. 13: TO CONSIDER AND APPROVE THE STANDALONE AUDITED FINANCIAL STATEMENT OF ALFAVISION FIBRES PRIVATE LIMITED (SUBSIDIARY OF THE COMPANY) FOR THE YEAR ENDED 31ST MARCH, 2022.

{Note: Price Sensitive Information: Necessary details shall be provided and placed on table at the audit committee meeting.}



ALFAVISION

OVERSEAS (INDIA) LTD.

The Chairman shall inform the board that the company is having one Subsidiary in the name and style of Alfavision Fibres Private Limited and as per the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the company is required to consolidate the financials of the subsidiary company also.

The Board shall discuss the same and after detailed discussions may pass the following resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, consent of the Committee be and is hereby accorded to adopt audited financial statements for the year ended 31st March, 2022 of Alfavision FIBRES Private Limited.”

Annexure-11

ITEM NO. 14: TO CONSIDER AND APPROVE THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS OF THE COMPANY IN TERMS OF REGULATION 33(3)(d) OF SEBI (LODR) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH, 2022 AND RELATED COMPLIANCES ALONG WITH AUDIT REPORT, 2022.

(Results and Copy of the audit report shall be placed at the Meeting)

Note: Price Sensitive Information necessary details shall be provided and placed on table at the Meeting.

The CFO shall inform that the Audit Committee has approved and recommended the Audited Financial Results for the year ended on 31st March, 2022 and a copy of the same will be placed on table. The Board may consider and pass the following resolution:

“RESOLVED THAT the Standalone and Consolidated Audited Financial Results for the quarter/year ended 31st March, 2022, as approved by the Audit Committee and placed before the Board duly initiated by the Chairman for the purpose of identification be and are hereby approved for submission to the Stock Exchange as per requirement of the SEBI(LODR)Regulations, 2015, and Mr. Vishnu Prasad Goyal, Chairman & Managing Director of the Company, be and is hereby authorized to sign and issue the same for and on behalf of the Board.

RESOLVED FURTHER THAT the Auditors Report as received from M/s. Sahaj & Co. Chartered Accountants, Statutory Auditors of the Company which was also taken on record by the Audit Committee at their meeting held on 30th May, 2022, pursuant to the Regulation 33(3)(d) of the SEBI(LODR)Regulation, 2015 be and is hereby approved and the same be forwarded by the Managing Director and/or Company Secretary to the BSE Ltd. for and on behalf of the Company.”

ITEMNO.15: TO CONSIDER AND TAKE ON RECORD DECLARATION IN COMPLIANCE OF REGULATION 33(3)(d) OF SEBI (LODR) (AMENDMENT) REGULATION, 2016 FOR AUDIT REPORT WITH UNMODIFIED OPINION:

The CS shall inform the Board that Regulation 33(3)(d) SEBI (LODR) Regulation, 2015 requires a declaration from Managing Director that Auditor has issued an Audit Report with unmodified Opinion on Audited Financial Results for the year ended on 31st March, 2022 which shall be submitted to the Stock Exchange along with financial results and audit report.

Further, he shall inform the Board that audit report has been placed on the table and there is no qualification in the report therefore Company is required to submit declaration for unmodified Opinion to the BSE. The declaration shall be placed on table for consideration and approval by the Board.

Annexure-12

ITEM NO.16: TO CONSIDER AND APPROVE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS i.e. BALANCE SHEET AS ON 31ST MARCH, 2022 AND THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY, ETC. FOR THE YEAR ENDED 31ST MARCH, 2022 AND AUTHORISE DIRECTORS, CEO, CFO AND COMPANY SECRETARY TO SIGN AND DELIVER THE SAME TO THE STATUTORY AUDITORS FOR THEIR CERTIFICATION AND REPORT THEREON.

Note: Price Sensitive Information: Details and relevant documents to be placed before the Board at the time of Meeting.

The Chairman shall inform that the Audit Committee has approved the Audited Financial Statements of the Company for the year 2021-2022 and a copy of the same shall be placed on table. The Board may consider the same and pass the following resolution.

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements containing the Audited Balance Sheet as on 31st March, 2022, and Statement of Profit & Loss and Cash Flow Statement, Statement for change in the Equity, Notes forming part of the Accounts for the period of 1st April, 2021 to 31st March, 2022, as approved by the Audit Committee and placed before the Board duly initialled by the Chairman for the purpose of identification be and are hereby approved and pursuant to the provisions of section 134 of the Companies Act, 2013 and Mr. Vishnu Prasad Goyal (Chairman & Managing Director), Mr. Ravi Goyal (Director and CFO), CS Priyanka Toriya (Company Secretary), and Mr. Chandra Goyal, CEO of the Company be and are hereby authorized to authenticate and sign thereon for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Ravi Goyal, Director of the Company be and is hereby instructed to submit the same to the Auditors for their certification and Report thereon.”

Annexure-13

ITEM NO. 17: TO CONSIDER AND APPOINT THE SECRETARIAL AUDITORS OF THE COMPANY FOR THE YEAR 2022-2023

(Copy of the Consent & Eligibility letter from the Secretarial Auditors will be placed before the table)

The CS shall inform the Board that pursuant to Section 204 of the Companies Act, 2013 the Company is required to appoint Secretarial Auditors for the financial year 2022-2023. The CS shall further inform the Board that the Audit Committee has approved the appointment of the Secretarial Auditors M/s. Maitri Khandelwal & Co., Company Secretaries as the Secretarial Auditors for the year 2022-2023. The Secretarial Auditor has also given their eligibility letter and acceptance for the Secretarial Audit. The Board may discuss the matter and pass the following resolution:

“**RESOLVED THAT** pursuant to section 204 of the Companies Act, 2013 M/s. Maitri Khandelwal & Co. Company Secretaries (ACS: 51911 C.P. No.: 25518) be and is hereby appointed as Secretarial Auditors of the Company for the year 2022-23 under provisions of the Section 204 of the Companies Act, 2013 and rules made there under, on such remuneration as may be mutually agreed between Management and Secretarial Auditors.

RESOLVED FURTHER THAT Shri Vishnu Prasad Goyal, Chairman and Managing Director be and is hereby authorized to do all acts, deeds and things as may be required in this regard.”



ALFAVISION

OVERSEAS (INDIA) LTD.

ITEM NO.18: TO CONSIDER AND TAKE ON RECORD THE STATUTORY AUDIT REPORT ON AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR FINANCIAL YEAR 2021-2022.

(Copy of the Statutory Audit Report will be placed before the table)

The CFO shall place on table the Statutory Auditors' Report on Audited Financial Statements of the company for financial year ended 31st March, 2022, for consideration of the Board. The Board may consider and take on record the same. The Board may also discuss qualification or reservation, if any in the Report and Management's Comments thereon.

Annexure-14

ITEM NO. 19: TO CONSIDER AND APPROVE THE AMENDMENT OF RELATED PARTY TRANSACTION POLICY (RPT POLICY) AS PER THE PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013, AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015:

The CS shall inform the Board that pursuant to regulation 23 of SEBI (LODR) Regulations, 2015, the company is required to formulate new Policy on Related Party Transactions along with the threshold limit approved by the Board. The CS inform that the Audit Committee has approved and recommended the amended RPT Policy and a copy of the same will be placed on table. The Board may consider and pass the following resolution:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013, and Regulation 23 of SEBI (LODR) Regulations, 2015, the consent of the Board, be and is hereby, accorded to the amend the Related Party Transaction Policy with immediate effect.

RESOLVED FURTHER THAT the Managing Director and/or Company Secretary of the Company be and is hereby instructed to update the amended policy on the website of the Company and is/are authorized to do all acts, deeds and things as may be required in this regard."

Annexure-15

ITEM NO. 20: TO CONSIDER AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ENTERED DURING THE YEAR 2021-22.

The CFO shall place before the Board the statement of the transactions entered into by the Company with the promoters, directors, KMPs, their relatives and associates for the quarter/Year ended 31st March, 2022, along with the Register in the Form MBP-4.

He shall further inform that all the transactions were approved by the Audit Committee and Board and the same are in the ordinary course of business/Arm's length price, and the Company is not required to seek any approval of the members of the Company. The Board may consider and pass the following resolution;

"RESOLVED THAT transactions entered by the Company during the quarter/year ended 31st March, 2022, as covered under section 188 of the Companies Act, 2013 and as approved by the Audit Committee of the Board which are with the parties related to the Director's and KMP's, and their relatives and associates as covered under section 184/188 of the Companies Act, 2013, which are not material and are in the ordinary course of business/Arm's length price, as approved by the Audit Committee and the Company is not required to seek any approval of the members of the Company, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Register of the Related Party Transaction as placed before the Board in the Form MBP-4 be authenticated and signed by the members of the Board”

Annexure-16

ITEM NO.21: TO CONSIDER AND APPROVE THE AMENDMENT OF FOLLOWING POLICIES AND CODE NAMELY ARCHIVAL POLICY, NRC POLICY, VIGIL MECHANISM POLICY, POLICY ON DETERMINING MATERIALITY OF EVENTS, CODE OF CONDUCT UNDER SEBI (PIT) REGULATIONS, 2015

The CS shall inform the Board that pursuant to provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI (Prohibition of Insider Trading Regulations), 2015, the company is required to amend its certain Policy. The CS shall further place before the Board the copies of all such amended policies and thereupon the board may pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI (Prohibition of Insider Trading Regulations), 2015, the Board be and is hereby accorded its consent to amend the following Policies with immediate effect:

- a) Archival Policy and Policy for preservation of Document
- b) Nomination and Remuneration Policy
- c) Vigil Mechanism Policy/ Whistle Blower Policy
- d) Policy on determining materiality of Events/ Information
- e) Code of conduct under SEBI (Prohibition of Insider Trading Regulations), 2015.

RESOLVED FURTHER THAT the Managing Director and/or Company Secretary of the Company be and is hereby instructed to update the amended policies on the website of the Company and is/are authorized to do all acts, deeds and things as may be required in this regard.”

Annexure-17

ITEM NO.22: TO APPROVE AND ADOPT CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

The CS shall inform the Board that pursuant to provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the company is required to formulate Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code for Fair Disclosure of UPSI”). The CS shall further place before the Board the copy of code and thereupon the Board may consider and pass the following resolution:

“**RESOLVED THAT** SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Board of directors hereby consider, approve and adopt the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code for Fair Disclosure of UPSI”).

RESOLVED FURTHER THAT the Managing Director and/or Company Secretary of the Company be and is hereby instructed to upload the Code on the website of the Company and is/are authorized to do all acts, deeds and things as may be required in this regard.”

ITEM NO.23: TO CONSIDER AND TAKE ON RECORD QUARTERLY AND HALF YEARLY COMPLIANCE REPORT AS SUBMITTED TO THE BSE:

- a) Quarterly compliance report on Corporate Governance for the quarter ended 31st March, 2022, under Regulation 17(3) of the SEBI (LODR) Regulations, 2015, as filed in the XBRL Format with the BSE Ltd.
- b) Statement of number of investor complaints for the quarter ended 31st March, 2022.
- c) Certificate for compliance under Regulation 7(2) & 7(3) of SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2022.
- d) Certificate for Compliance under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2022.
- e) Reconciliation of Share Capital Audit Report by PCS for the quarter ended 31st March, 2022 filed in PDF and XBRL Format.
- f) Shareholding Pattern filed for the half year ended on 31st March, 2022 in XBRL Format.
- g) Disclosures filed to BSE under Regulation 30 of the SEBI (LODR) Regulations 2015.
- h) Secretarial compliance Report for the year ended 31st March, 2022.

Annexure-18

ITEM NO.24: TO CONSIDER AND TAKE ON RECORD THE STATEMENTS OF COMPLIANCE FOR VARIOUS RULES AND REGULATIONS ALONG WITH THE COMPLIANCE CERTIFICATE BY MD/WTD:

(Compliance Certificate will be placed on the table)

The CS shall place before the Board the Certificate and statement of compliance which will be considered by the Board and pass the following resolution:

“RESOLVED THAT the statement of compliances under the Companies Act, 2013, various SEBI Regulations as applicable to the Company and all other industrial, commercial and labour laws, taxation laws up to the year ended 31st March, 2022, as considered by the Audit Committee and placed before the Board be and is hereby confirmed and taken on record by the Board.”

ITEM NO.25: TO CONSIDER AND TAKE ON RECORD THE REPORT GIVEN BY COMPLIANCE OFFICER UNDER SEBI (LODR) REGULATIONS, 2015, SEBI (SAST) REGULATIONS, 2011 AND SEBI (PIT) REGULATIONS, 2015.

The CS shall place before the Board the Report for the year 2021-2022 for Compliance of Listing Agreement, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015 and will inform that the Company has complied with all the requirements well in time and there are no non compliances or the observations, raised by the BSE or SEBI and the Company's equity shares are regularly being traded at the floor of the BSE.

He will further inform that all the disclosures made by the Company are disseminated by the BSE at their portal as well as all the information, documents, policies etc. as may be required to be hosted at the website of the Company under the Listing Agreement/SEBI (LODR) Regulations, SEBI (PIT) Regulations, 2015, and the Companies Act, 2013 and the rules made their under has been timely hosted at the website of the Company and being reviewed the same from time to time.

The Board shall consider and take on record the same and may appreciate the efforts of the CS for smooth compliance and safeguard to the Company and its entire management.



ALFAVISION OVERSEAS (INDIA) LTD.

ITEM NO.26: TO CONSIDER AND TAKE ON RECORD THE STATUS OF LEGAL MATTERS, IF ANY:

The CFO shall place before the Board the Compliance Report and the status of legal cases, if any, up to 31st March, 2022, under the various laws, including Labour, Taxation, etc. for consideration of the Board. The Board shall take on record the status of Legal matters and discuss about the various aspects and future course of action.

Annexure-19

ITEM NO.27: TO CONSIDER AND TAKE ON RECORD THE CONSENT OF THE DIRECTORS FOR RECEIVING PRICE SENSITIVE INFORMATION ON SHORTER NOTICE AND/OR PLACE BEFORE THE BOARD OR COMMITTEE MEETINGS ONLY.

The CS shall inform the Board that, as per SS-1, the Company needs to take consent of the majority of directors including at least one independent director for dispense off the requirement for circulation of the same along with the agenda items. The Board may consider and pass following resolution:

“RESOLVED THAT upon the consent of the majority of the Directors including independent directors, the Board do hereby provide consent for circulation of the price sensitive information apart from the agenda Items and papers and such information and documents be placed on table at the Board and Committee Meetings only.”

ITEM NO.28: TO DEAL IN ANY OTHER BUSINESSES, IF ANY WHICH MAY BE PLACED BEFORE THE BOARD WITH THE CONSENT OF THE CHAIRMAN AND MAJORITY OF THE DIRECTORS:

If any business other than the agenda items needs to be considered, the items shall be placed before the meeting with the consent of the Chairman and majority of the directors present at the meeting.

ITEM NO. 29: CIRCULATION OF THE DRAFT MINUTES OF THE BOARD MEETING AND TAKING OBSERVATIONS OF THE MEMBERS ON THE DRAFT MINUTES:

The CS shall circulate the draft of the Board Meeting Minutes to all the directors of the Company and ask for their comments and request to the directors to read and confirm for finalizing of the same. Thereafter, the Chairman shall approve the Minutes of the Board Meeting and record in the Minute Book and sign the same.
