

NOTICE TO THE MEMBERS

Notice is hereby given that 08th Annual General Meeting of **Kerala Vision Broad Band Limited** will be held on Friday 27th September 2024 at 11:30 A.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses

Ordinary Business:

1. Approval of financial statement and Board’s Report

To receive, consider and adopt the Financial Statements of the Company for the year ended on 31st March 2024 including audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024

To declare Final Dividend on Equity Shares at the rate of 12% (Twelve per cent) [i.e. Rs. 120.00/- (Rupees One Hundred and Twenty Only) per Equity Share of Face Value of 1000/- (Rupees Thousand Only)] for the Financial Year ended March 31, 2024.

3. To appoint a director in place of the director who retires by rotation

To appoint directors in place of Mr. Anil Mangalath (DIN: 08253909) and Mr. Biju Vaisyappat Parameswaran (DIN: 03630825) who retire by rotation being eligible, and offers himself for re-appointment.

Special Business:

4. Re-Appointment of Managing Director, Mr. Suresh Kumar Palliprayil Parameswaran

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

“RESOLVED THAT pursuant to Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, the approval of shareholders be and is hereby accorded for the re-appointment Mr. Suresh Kumar Palliprayil Parameswaran, (DIN: 02210337) , as the Managing Director of the Company for a period of 1 (One) year with effect from 1st October 2024 to 30th September 2025 and for payment of remuneration upon such terms and conditions as set out in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT Mr. Suresh Kumar Palliprayil Parameswaran- Managing Director of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the Articles of Association of the Company, the provisions of the Act, 2013 and the rules made there-under (including any statutory modification(s) or re-

enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the Board, from time to time.”

“RESOLVED FURTHER THAT the Directors or Company Secretary of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions.”

5. Approval for increasing remuneration of Mr. Govindan (DIN :00790580), the executive director of the Company with effect from 1st April 2024

To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modifications thereof, or any other law the consent of the members of the Company be and is hereby accorded, upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company at its meetings held on March 13th and March 14th of 2024 respectively to increase remuneration of Mr. Govindan (DIN :00790580), the executive director of the company, from Rs.60,000/- to Rs.75,000/- per month effective from 1st April, 2024.

“RESOLVED FURTHER THAT the Directors or Company Secretary of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions.”

6. Ratification of remuneration to the Cost Auditor for FY 2024-25

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013, the Companies (Audit and Auditors) Rules 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Companies (Cost Records and Audit) Rules 2014 as amended, M/s. Murthy & Co, LLP, practicing Cost Accountants, Bangalore (Firm Registration No. 000648) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25 be paid a remuneration of Rs.1,50,000/- plus applicable taxes.”

7. Approval of Related Party Transactions

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and the Company’s policy on Related Party transaction(s) and also pursuant to the omnibus approval of the Audit

Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with respect to Sale, purchase or supply of goods or materials, renting or leasing of property, assets or equipment of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature with the related parties within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.250 Crores for the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any related party transaction and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company.

By order of Board of Directors

Date: 08.08.2024

Place: Thrissur

Suresh Kumar Palliprayil Parameswaran

Managing director

DIN: 02210337

Notes:

1. In view of the continuing Covid-19 pandemic in the country, social distancing norms to be followed and continuing restriction on movement of persons at several places, the Ministry of Corporate Affairs("MCA") has, vide its General Circular No. Circular No. 02/2022 dated 05th May, 2022 read with Circular No. 20/2020 dated 5th May, 2020 read with Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue and accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act") and MCA Circulars, Annual General Meeting of the members of the Company (AGM) will be held through VC/OAVM only (hereinafter referred to as "AGM").
2. Further, in compliance with the aforesaid MCA Circulars, Notice of the AGM along

with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.keralavisionisp.com, and also on the website of CDSL <https://www.evoting.cdsl.com>.

3. The Explanatory Statement pursuant to section 102 of the Companies Act 2013 in respect of special business is annexed hereto.
4. All documents referred to in the notice provided hereinafter, will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., 27.09.2024. Members seeking to inspect such documents can send an email to cs@keralavisionisp.com
5. Since this AGM is being held pursuant to the MCA Circulars referred to above 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email from its registered email address with a copy marked to evoting@cdsl.co.in
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA- Integrated Registry Management Services Private Ltd., No. 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 (Tel no. (080) 23460815-818) in case the shares are held by them in physical form.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
9. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday 27th September 2024 through email on cs@keralavisionisp.com
10. Members attending the AGM through "VC"/"OAVM" shall be counted for the

purpose of reckoning the quorum under Section 103 of the Act.

11. Since the AGM will be held through "VC"/"OAVM", the Route Map is not annexed in this Notice.
12. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within the time limit specified under the Companies Act, 2013 to those members whose name appear on the Register of Members as of the close of business hours on Friday, 20th September, 2024. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank details, demand drafts /cheques will be sent to their registered addresses once the postal facility is available.
13. To avoid delay in receiving the dividend, Members are requested to update their Bank details, such as, name of the bank and branch address, bank account number, MICR code, IFSC code etc., with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agents Integrated Registry Management Services Private Ltd., No. 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 (Tel no.(080) 23460815-818) in case the shares are held by them in physical form (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.
14. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:
Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.
15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
16. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For

Shareholders who have not updated their bank account details, Dividend Warrants/Demand Drafts will be sent to their registered addresses subject to normalization of the postal services.

17. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
18. Shareholders who have not provided the information regarding bank particulars, are requested to immediately notify the name of the bank and the branch, 9 digits MICR number, 11-digit IFS Code and the nature of account along with a copy of cancelled cheque to RTA, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
19. Pursuant to provisions of the Companies Act 1023, the Members holding shares in physical form are required to convert their shares into dematerialized form, failing which, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.

By order of Board of Directors

Date: 08.08.2024
Place: Thrissur

**Suresh Kumar Palliprayil
Parameswaran**
Managing director
DIN: 0221033

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO.:04

Re-Appointment of Managing Director, Mr. Suresh Kumar Palliprayil Parameswaran

The present term of office of Mr. Suresh Kumar Palliprayil Parameswaran- Managing Director of the Company expires on 30th September 2024. The Board of Directors at their meeting held on August 08th 2024 has appointed him as the Managing Director for a further period of 1 year with effect from 1st October 2024 to 30th September 2025, subject to the approval of Members.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, he is proposed to be appointed as the Managing Director of the Company for a further term of 1 year subject to the provisions of section 196, 197 and Schedule V of the Companies Act, 2013.

Terms of appointment:

1. Term of office will be 1st October 2024 to 30th September 2025.
2. There will be no remuneration.

Information as required under Section (II) (B)(iv) of Part II of Schedule V:

I. General Information:

1. Nature of Industry:

The Company is engaged in the business of cable networking, communication cabling, building automation and signal networking, install communication and terminal equipment for providing services related to internets etc.

2. Date or expected date of commencement of commercial production:

The Company commenced its commercial production on 12th September 2016.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

4. Financial performance based on given indicators:

(Amount in ₹ Thousands)

Particulars	Year ended	Year ended
	31.03.2024	31.03.2023
Total Income	44,97,099	31,33,910
Total expenditure	44,33,828	30,14,078
Profit/(Loss) before interest, depreciation and tax	63,272	1,19,832
Finance cost	159	167
Depreciation	46,425	44,639
Profit/(Loss) before tax	39,381	1,18,329
Provision for taxation (Net of deferred tax)	17,407	23,321
Profit/(loss) after tax	21,974	95,008
Net comprehensive income for the year	21,974	95,008
Total comprehensive income for the year	21,974	95,008

5. Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

1. Background details:

Mr. Suresh Kumar Palliprayil Parameswaran holds degree and He has 25 years' experience as Cable Industry.

2.Past remuneration:

Total Gross Remuneration drawn during 2023-24 : NIL

3. Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on Monday 30 September 2024. Considering his vast industrial experience and knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Suresh Kumar Palliprayil Parameswaran should be available to the Company.

4.Remuneration Proposed:

Salary	NIL
Commission on Net Profits	NIL
Perquisites and other components	NIL
1. Housing	NIL
2. Superannuation	NIL
3. Provident Fund	NIL
4. Medical reimbursement	NIL
5. Food Coupons Allowance	NIL
6. Production Incentive	NIL
7. Technical Literature Allowance	NIL
8. Conveyance	NIL
9. Other Allowances	NIL
10. Leave travel Allowances	NIL
11. Soft Furnishing	NIL
12. Personal Accident Insurance	NIL
13. Encashment of Leave	NIL

Note: In case of inadequacy of profits, remuneration in accordance with Schedule V will be paid.

Notes:

1. pursuant Section 197 (1) of the Companies Act, 2013, Total Managerial remuneration payable to Public Company to its Directors in respect of any financial year shall not exceed 11% of the Net profits of the Company and the remuneration payable to any one Managing Director or whole time Director or manager shall not exceed 5% of the net profits of the Company.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since the Company falls under unique segment of cable networking, the comparative remuneration profile with respect to Industry, size of the Company, profile of the position and persons are not available and hence not comparable. However, companies of similar size are paying their Managerial Personnel Rs. 1.5 lakhs to Rs. 3 lakhs per month.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Suresh Kumar Palliprayil Parameswaran as an individual member, he is holding 0.0024% of equity shares of the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

- a. The Company was consistently making profits in the past.

2. Steps taken or proposed to be taken for improvement:

- a. Exploring new markets
- b. Focusing on cost cutting and improving profitability

In view of the above, approval of members is sought for re-appointment of Mr. Suresh Kumar Palliprayil Parameswaran as Managing Director of the Company and requested to approve the resolution set out in Item No. 04 of the accompanied notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel except Mr. Suresh Kumar Palliprayil Parameswaran is interested in this resolution.

ITEM NO.:05

Approval for increasing remuneration of Mr. Govindan (DIN :00790580), the executive director of the Company with effect from 1st April 2024

Pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modifications thereof, and based on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company at its meetings held on March 13th and

March 14th of 2024 respectively to increase remuneration of Mr. Govindan (DIN :00790580), the executive director of the company, from Rs.60,000/- to Rs.75,000/- per month effective from 1st April, 2024 should be ratified by the shareholders of the company.

Hence, the Board recommends the resolution No: 5, for ratification of the members of the Company.

None of the Directors / Key Managerial Personnel except Mr. Govindan (DIN :00790580), the executive director of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.:06

Ratification of Remuneration to Cost Auditors for FY 2024-25

Based on the recommendations of the Audit Committee, the Board of Directors of the Company have appointed M/s. Murthy &Co, LLP, practicing Cost Accountants, Bangalore (Firm Registration No. 000648) as the Cost Auditor of the Company for the financial year 2024 - 25 and approved the remuneration payable to them. Pursuant to the provisions of Section 148 of the Companies Act 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the cost auditor should be ratified by the shareholders of the company.

Hence, the Board recommends the resolution No: 6, for ratification of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.:07

Approval of related party transactions

The company is part of Kerala Vision group and were a wholly owned subsidiary of Kerala Communicators Cable Limited (KCCL) in the initial stage. Since KCCL is incorporated as a collaborative venture by over 5,000 cable TV operators spread across the state of Kerala who have joined together under the aegis of the Cable TV Operators Association (COA), KVBL also a part of them. The earnest efforts by COA led to establishing a company owned by cable operators to ensure the survival of individual cable TV operators who are facing intense competition from large corporate MSOs and to provide high-quality cable TV signals to the public at large at an affordable cost. KCCL, in its second phase of growth, began offering broadband services to its customers. However, looking towards the future and the potential of the internet, transferred the internet business to its sister concern, Kerala Vision Broadband Limited (KVBL), hence the company incorporated in 2017. The shareholders of both KCCL and KVBL are almost same and they are members of COA and both of the companies are part of the COA group. The network of the company extends throughout Kerala and the company distributes signals from its headend to the end customer through its distribution channel which comprises 30 distributors, 168 sub-distributors, and more than 7,000 local cable TV operators. Additionally, many directors hold concurrent directorships in distributors, sub-distributors, or local cable TV operators, either in their individual capacity

or as Company's nominees. Consequently, the company's routine dealings with these entities are classified as related party transactions.

Hence, the transaction with distributors, sub distributors or local cable operators who are related parties of the company are placed before the members for approval. The transactions with these related parties are on an arm's length basis and in the ordinary course of business.

Despite the post-COVID era's favourable conditions for internet-based businesses, KVBL faced financial constraints for capital investments as a newly established company, leading to a rental agreement with KCCL for ONT modems. According to the agreement, KCCL provides ONT modems to KVBL at a monthly rent of Rs. 25 per modem and during the agreement period, KCCL is responsible for the service and management of the modems. In accordance with the rental agreement with KVBL, KCCL takes on the responsibility for servicing and maintaining ONT modems.

Due to its exceptional nature, this transaction lacks suitable comparable, complicating the evaluation of its arm's length terms. However, KCCL is charging a reasonable profit, taking into account the opportunity cost, interest on the amount spent to purchase the modems, and the costs associated with their service and maintenance. Despite the transaction's unique nature, it qualifies as an arm's length transaction since the profit margin is neither excessively high nor low. The transaction is conducted in the ordinary course of business and at arm's length.

The transaction requires member consent due to KCCL's material 16% holding in KVBL and the presence of common directors.

To ensure the business operations of the company are done smoothly, your Company proposes to enter into various transaction(s) with related parties of your Company. The total value of the proposed transaction(s) could reach for Rs.250 Crore during financial year 2024-25. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) crosses the limit as prescribed under the Act. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with various related parties in the financial year 2024-25 up to an aggregate amount of Rs.250 crore.

All the directors and Key Managerial Personals except Company Secretary is interested in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.7 of this Notice as an Ordinary Resolution.

By order of Board of Directors

Suresh Kumar Palliprayil

Date: 08.08.2024

Place: Thrissur

Parameswaran

Managing director

DIN: 02210337

INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS

The following are the information regarding the managing director who is re-appointing hereby:

Name of Director	Mr. Anil Mangalath
Age	51 Years
Qualification	B. Com
Experience in functional area	More than 25 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2024	<ol style="list-style-type: none">1. Idukki Cable Vision Private Limited2. Pradesika Digital Internet and Communication Limited3. Ernakulam Corporate Ventures Private Limited4. Payyanur 27th Ventures Properties Private Limited
Terms & Conditions of appointment	As per Resolution No. 3
Remuneration	Rs.4,80,000 /-
Date of first appointment	11.10.2018
Shareholding	0.00215%
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 4 Attended during the year - 4
Membership / Chairmanship of Committees	NA

Name of Director	Mr. Biju Vaisyappat Parameswaran
Age	44 Years
Qualification	B. A
Experience in functional area	More than 15 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2024	<ol style="list-style-type: none"> 1. Thrissur Corporate Ventures Private Limited 2. Centenary Television Network Private Limited
Terms & Conditions of appointment	As per Resolution No. 3
Remuneration	Nil
Date of first appointment	11.01.2021
Shareholding	0.00108%
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 4 Attended during the year - 4
Membership / Chairmanship of Committees	NA

The following are the information regarding the managing director who is re-appointing hereby:

Name of Director	Mr. Suresh Kumar Palliprayil Parameswaran
Age	48Years
Qualification	MBA Finance
Experience in functional area	More than 25 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2024	<ol style="list-style-type: none"> 1. Kerala Communicators Cable Limited 2. KV-TEL Media Private Limited

Terms & Conditions of appointment	As per Resolution No. 4
Remuneration	Nil
Date of first appointment	30.10.2020
Shareholding	0.00215%
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 04 Attended during the year - 04
Membership / Chairmanship of Committees	CSR Committee

The following are the information regarding the executive director whose salary is increasing hereby

Name of Director	Mr. Govindan
Age	67 Years
Qualification	Diploma in Automobile Engineering
Experience in functional area	More than 30 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2023	1. Wayanad Vision Communicators Private Limited
Terms & Conditions of appointment	As per Resolution No. 5
Remuneration	Rs.75,000/- per month
Date of first appointment	03.04.2017
Shareholding	0.0009%
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 4 Attended during the year - 4
Membership / Chairmanship of Committees	Nomination and Remuneration Committee

CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/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/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available to atleast 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.keralavisionisp.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

- 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 Tuesday 24th September 2024 at 9:00 am IST and ends on Thursday 26th September 2024 at 5:00 pm IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (20 September 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. 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 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 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on

	<p>login & New System Myeasi Tab and then click on registration option.</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. 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual 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 remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual</p>	<p>You can also login using the login credentials of your demat</p>

Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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. 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: 022 - 4886 7000 and 022 - 2499 7000

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 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

(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.
 - 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 delink 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; cs@keralavisionisp.com (designated email address by company), 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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads 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 atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@keralavisionisp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@keralavisionisp.com. 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 AGM/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/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 **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 attending AGM & 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 toll free no. 1800 22 55 33.