

KERALA VISION BROAD BAND LIMITED

CIN: U64203KL2016PLC046810

Regd. Office: 2 / 72 A, 1st Floor, Uzhaloor Temple Road South Thoravu,
Pudukad,Thrissur – 680301, Kerala, India

Website : www.keralavisionisp.com

E-mail id: admin@keralavisionisp.com

ANNUAL GENERAL MEETING: 6TH /2022-2023

NOTICE TO THE MEMBERS

Notice is hereby given that 06th Annual General Meeting of **KERALA VISION BROAD BAND LIMITED** will be held on Friday 23rd September 2022 at 12:00 noon (IST) at 55/142-H 1a, 1st Floor, Coa Bhavan Thoundayil Road, 4th Cross Road, Panampilly Nagar,Kochi – 682036, Kerala 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 2022 including audited Balance Sheet as at 31st March, 2022 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. To Re-appoint M/s P.K. Jayan & Co., Chartered Accountants as Statutory Auditor of the Company

To re-appoint M/s P.K. Jayan & Co., Chartered Accountants, FRN: 04233S as the Statutory Auditor of the company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting upto the conclusion of the Annual General Meeting to be held for the financial year ended on 31/03/2027 of the Company.

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

To appoint a director in place of Mr. MECHERY ABOOBACKER SIDHIQUE (00789736) who retires by rotation being eligible, and offers himself for re-appointment.

Special Business:

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

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

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for the re-appointment Mr. Suresh Kumar Parameswran Palliprayil, (DIN: 02210337) , as the Managing Director of the Company for a period of 1 (One) year with effect from 1st October 2022 to 30th September 2023 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 Parameswran Palliprayil – 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. Appointment of Mrs. Priya Haridas (DIN: 09691305) as an Independent Director of the company

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

“RESOLVED THAT pursuant to the provisions of sections 149,152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and any statutory modification and re-enactment thereof for the time being in force and in accordance with the Articles of Association of the Company, Mrs. Priya Haridas (DIN: 09691305) who was appointed as an Additional Director (in the capacity of a Non-executive Independent Director) of the company by the Board of Directors at its meeting held on 23/07/2022 pursuant to sec 161 of the Companies Act, 2013 and whose terms of office expires at this Annual General Meeting (AGM) and in respect of whom the company has received a Notice from herself under sec.160 of the Companies Act, 2013 proposing her candidature for the office of Independent director and who has submitted the declaration that she meets the criteria of independence as provided under section 149(6) of the Act, be and is hereby appointed as an Independent Non - Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 23/09/2022 whose period of office will not be liable to determination by retirement of directors by rotation.”

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“RESOLVED FURTHER THAT the Board of Directors of the company/ Company Secretary be and is hereby authorized to do all the acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution”

6. Ratification of remuneration to the Cost Auditor for FY 2022-23

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

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), at such remuneration plus GST, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Cost Auditors, Murthy & Co, LLP, practicing Cost Accountants (Firm Registration No. 000648, LLP registration No: AAB-1402) who is appointed as a Cost Auditor of the Company for the year 2022-23 by the Board of Directors of the Company, as recommended by the Audit Committee, be and is hereby ratified.”

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, as amended till date, and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party as and when required within the meaning of Section 2(76) of the Act, for (Purpose of Transaction), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.100 Crores (One Hundred Crore) that can be entered for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby severally authorized to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

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8. Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give loan to anybody corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100 Crore (Rupees One Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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2 / 72 A, 1st Floor, Uzhaloor Temple Road,
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Thrissur – 680301, Kerala, India

Date: 01.09.2022

Place: Thrissur

By order of Board of Directors

Sd/-

Suresh Kumar Parameswran Palliprayil

Managing director

DIN: 02210337

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Notes:

1. In compliance with Secretarial Standards-II of ICSI, along with MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website www.keralavisionisp.tv.
2. The Explanatory Statement pursuant to section 102 of the Companies Act 2013 in respect of special business is annexed hereto.
3. 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., 23.09.2022. Members seeking to inspect such documents can send an email to legal@kccl.tv
4. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy should not be a Member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed for 8(eight) days i.e., from September 16th to 23th September (both days inclusive) in connection with the Annual General Meeting.
6. 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.
7. 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 23rd September 2022 through email on legal@kccl.tv
8. The Route Map is annexed in this Notice.

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2 / 72 A, 1st Floor, Uzhaloor Temple Road,
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Kerala, India

Date: 01.09.2022

Place: Thrissur

By order of Board of Directors

Sd/-

Suresh Kumar Parameswaran

Palliprayil

Managing director

DIN: 02210337

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

ITEM NO.:04

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

The present term of office of Mr. Suresh Kumar Parameswran Palliprayil – Managing Director of the Company expires on 30th September 2022. The Board of Directors at their meeting held on August 11th 2022 has appointed him as the Managing Director for a further period of 1 year with effect from 1st October 2022 to 30th September 2023, 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 2022 to 30th September 2023.
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
	31.03.2022	31.03.2021
Total Income	25,45,967	9,92,879

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Total expenditure	23,93,679	9,89,205
Profit/(Loss) before interest, depreciation and tax	1,52,288	3,674
Finance cost	171	16
Depreciation	26,314	8,335
Profit/(Loss) before tax	1,51,822	3,493
Provision for taxation (Net of deferred tax)	32,668	2,922
Profit/(loss) after tax	1,19,154	571
Net comprehensive income for the year	1,19,154	571
Total comprehensive income for the year	1,19,154	571

5. **Foreign investments or collaborations, if any:** Not Applicable**II. Information about the appointee:****1. Background details:**

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

2. Past remuneration:

Total Gross Remuneration drawn during 2021-22 : NIL

3. Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on Sunday 18th December 2022. 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 Parameswaran Palliprayil should be available to the Company.

4. Remuneration Proposed:

Salary	No Remuneration
Commission on Net Profits	As per Company's rules
Perquisites and other components	
1. Housing	No Remuneration
2. Superannuation	As per Company's rules
3. Provident Fund	Not applicable
4. Medical reimbursement	As per Company Rule

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5. Food Coupons Allowance	As per Company Rule
6. Production Incentive	As per Company Rule
7. Technical Literature Allowance	As per Company Rule
8. Conveyance	As per Company Rule
9. Other Allowances	As per Company Rule
10. Leave travel Allowances	As per Company Rule
11. Soft Furnishing	As per Company Rule
12. Personal Accident Insurance	As per Company's rules
13. Encashment of Leave	As per Company's rules
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 Parameswaran Palliprayil as an individual member, he is holding 0.0034% 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

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In view of the above, approval of members is sought for re-appointment of Mr. Suresh Kumar Parameswran Palliprayil 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 Parameswran Palliprayil is interested in this resolution.

ITEM NO.:05

Appointment of Mrs. Priya Haridas (DIN: 09691305) as an Independent Director of the company

Mrs. Priya Haridas (DIN: 09691305) was appointed as an Additional Director of the Company with effect from 01st August, 2022 by the Board of Directors under Section 161 of the Companies Act, 2013. In terms of Section 161(1) of the Companies Act, 2013, Mrs.Priya Haridas holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as an Independent Director. A notice under Section 160(1) of the Companies Act, 2013 has been received from herself signifying her intention to propose herself for appointment as an Independent Director.

Mrs. Priya Haridas is a business woman.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs.Priya Haridas is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013.As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

ITEM NO.:06

Ratification of Remuneration to Cost Auditors for FY 2022-23

The Board of Directors has approved in its meeting held on August 11th 2022, the appointment of Murthy & Co LLP, a firm of practising Cost and Management Accountants, Thrissur, at a

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remuneration of at such remuneration plus GST, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Cost Auditors, Murthy & Co, LLP, practicing Cost Accountants (Firm Registration No. 000648, LLP registration No: AAB-1402) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.4 of this Notice as an Ordinary Resolution.

ITEM NO.:07

Approval of related party transactions

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.1000 Crore during financial year 2022-23. 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 2022-23 upto an aggregate amount of Rs.100 crore.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

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ITEM NO.:08

Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

Your Company is planning to grant Loans and Investment in terms of the provisions Section 186 of the Companies Act, 2013. The granting of loan is also required to be approved by shareholder in General Meeting as the amount may be exceeding the limit as specified in section 186. In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 100 Crore (Rupees One Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Your Directors recommend the resolution by way of special resolution for your approval.

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Date: 01.09.2022

Place: Thrissur

By order of Board of Directors

Sd/-

Suresh Kumar Parameswaran

Palliprayil

Managing director

DIN: 02210337

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Form No. MGT-11

Proxy form

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

Name of the company	
CIN	
Registered office	
Name of the member(s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

1. Name:

Address:

E-mail ID:

Signature:, or failing him

2. Name:

Address:

E-mail ID:

Signature:, or failing him

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, to be held on the Friday 23rd September 2022 at 12.00 noon. at 55/142-H 1a, 1st Floor, Coa Bhavan Thoundayil Road, 4th Cross Road, Panampilly Nagar,Kochi – 682036, Kerala India and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No:

1.	To receive, consider and adopt the Financial Statements of the Company for the year ended on 31 st March including audited Balance Sheet as at 31 st March, 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.	To Re-appoint M/s P.K. Jayan & Co., Chartered Accountants as Statutory Auditor of the Company
3.	To appoint a director in place of the director who retires by rotation
4.	Re-Appointment of Managing Director, Mr. Suresh Kumar Parameswaran Palliprayil
5.	Appointment of Mrs. Priya Haridas (DIN: 09691305) as an Independent Director of the company
6.	Ratification of remuneration to the Cost Auditor for FY 2022-23
7.	Approval of Related Party Transactions
8.	Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

Signed this..... day of..... 2022

Signature of the Shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

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.

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ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall
(Joint shareholders may obtain additional attendance slip on request)

I hereby record my presence at the Annual General Meeting of the company held at the registered office of the Company on Friday 23rd September 2022 at 12.00 noon. at 55/142-H 1a, 1st Floor, Coa Bhavan Thoundayil Road, 4th Cross Road, Panampilly Nagar,Kochi – 682036, Kerala India.

Name of the shareholder (In Block letters)	
No. of Shares held	
Folio No	
Signature of the shareholder	
Name of the Proxy (In block Letters, if applicable)	
Signature of the proxy (if applicable)	

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ROUTE MAP

