

**KERALA COMMUNICATORS CABLE LIMITED.**

CIN: U72900KL2007PLC075395

Regd. Office. 55/142-H 1a, 1st Floor, Coa Bhavan Thoundayil Road 4th Cross Road,  
Panampilly Nagar, Kochi – 682036, Kerala, India

Website: [www.kccl.tv](http://www.kccl.tv)

E-mail id: kccl@kccl.tv

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**ANNUAL GENERAL MEETING NO: 15**

**NOTICE TO THE MEMBERS**

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of **Kerala Communicators Cable Limited** will be held on Friday 23<sup>rd</sup> September 2022 at 10.30 a.m (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS**

**1. Approval of Financial Statements, Board report and Auditor Report**

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

“**RESOLVED THAT** the audited balance sheet as at 31st March, 2022, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the Consolidated Financial Statements, together with the Reports of the Board of Directors and the Auditors’ thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted.”

**2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022**

To declare Final Dividend on Equity Shares at the rate of 10% (Ten per cent) [i.e. Rs. 10.00/- (Rupees Ten Only) per Equity Share of Face Value of 100/- (Rupees Hundred Only)] for the Financial Year ended March 31, 2022.

**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.

Accordingly, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution: “**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. MECHERY ABOOBACKER SIDHIQUE (00789736) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as the Director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS**

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

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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 19th December 2022 to 18th December 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 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. Sharan V Pradan (DIN: 09691372) 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 Sharan V Pradan (DIN : 09691372) 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 25/07/2022 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 received from a member under sec.160 of the Companies Act, 2013 proposing her candidature for the office of 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.”

“**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

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(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.”

“**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”

**7. Approval of Increase of Authorised Share Capital**

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

“**RESOLVED THAT** pursuant to the Provisions of Section 13 and 61 and all other applicable provisions of the Companies Act 2013 (including any statutory modifications or enactments thereof for the time being in force) and the corresponding rules issued pursuant to the Companies Act, 2013(“Act”) and provisions of the Articles of Association, the approval of the Shareholders, be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs.100,00,00,000/- (Rupees Hundred Crores Only) divided into 1,00,00,000 (One Crore Only) Equity shares of Rs.100/- (Rupees One Hundred Only) each to Rs.200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 200,00,000 (Two Crore Only) equity shares of Rs.100/-(One Hundred Only) each.

“**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of the Association of the Company be and is hereby substituted as follow:

“V. The Authorised Share Capital of the Company of Rs.2,00,00,00,000/-(Rupees Two Hundred Crores Only) divided into 200,00,000 (Two Crore only) Equity Shares of Rs.100/- (Rupees One Hundred Only)Each.”

“**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”

**8. Approval of Issuance of Bonus Shares**

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

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any

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statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.77,90,65,500/- only (Rupee Seventy Seven Crore Ninety Lakhs Sixty Five Thousand and Five Hundred Only) standing to the credit of the free reserves, for the purpose of issuance of bonus shares of Rs. 100/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose in the proportion of 1 (one) Bonus equity share of Rs. 100/- each for every one(1) existing equity share(s) of Rs. 100/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company”.

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the new equity bonus shares will be credited to the demat account of the allottees/shareholders.”

**“RESOLVED FURTHER THAT** the new equity bonus shares of Rs.100/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

**RESOLVED FURTHER THAT** the Bonus Equity Shares shall be issued in the demat mode to the allottees holding shares in the demat mode on the Record Date and the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and on providing the details of demat account, such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

**“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”

## **9. 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

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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.1000.00 Crores 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 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"

**10. 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 any body 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 1000 Crore (Rupees One Thousand 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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Date: 01.09.2022

Place: Kochi

**By order of Board of Directors**

**Kerala Communicators Cable Limited.**

**Sd/-**

**SURESH KUMAR PARAMESWRAN**

**PALLIPRAYIL**

**Managing Director**

**DIN: 02210337**

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### 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 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.kccl.tv](http://www.kccl.tv), 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., 23.09.2022. Members seeking to inspect such documents can send an email to [legal@kccl.tv](mailto:legal@kccl.tv)
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](mailto: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

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- 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 23<sup>rd</sup> September 2022 through email on [legal@kccl.tv](mailto:legal@kccl.tv)
  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. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 16<sup>th</sup> September, 2022 to Friday 23<sup>rd</sup> September, 2022 (both days inclusive) for annual closing and determining the entitlement of the Shareholders to the Final Dividend for the Financial Year 2021-22.
  13. 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, 16<sup>th</sup> September, 2022. 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.
  14. 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.
  15. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspend 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.
  16. 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,

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- the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
17. 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.
  18. 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.
  19. 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.
  20. 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.

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Date: 01.09.2022

Place: Kochi

**By order of Board of Directors**

**Kerala Communicators Cable Limited.**

**Sd/-**

**SURESH KUMAR PARAMESWRAN**

**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 18<sup>th</sup> December 2022. The Board of Directors at their meeting held on August 08<sup>th</sup> 2022 has appointed him as the Managing Director for a further period of 1 year with effect from 19<sup>th</sup> December 2022 to 18<sup>th</sup> December 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 19<sup>th</sup> December 2022 to 18<sup>th</sup> December 2023.
2. Remuneration for an initial period of Rs.60,000/-pm will be paid and authority to Board to fix such annual increments as it deems fit.

**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 11<sup>th</sup> December, 2007.

**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	31,80,241	33,75,958
Total expenditure	29,78,948	28,72,578

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<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>386,648</b>	<b>693,173</b>
Finance cost	1,834	6,194
Depreciation	1,85,355	1,87,902
<b>Profit/(Loss) before tax</b>	<b>2,01,293</b>	<b>5,05,271</b>
Provision for taxation (Net of deferred tax)	83,108	2,43,600
<b>Profit/(loss) after tax</b>	<b>1,18,185</b>	<b>2,61,670</b>
Net comprehensive income for the year	1,18,185	2,61,670
<b>Total comprehensive income for the year</b>	<b>1,18,185</b>	<b>2,61,670</b>

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

**II. Information about the appointee:****1. Background details:**

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

**2. Past remuneration:**

Total Gross Remuneration drawn during 2021-22: Rs. 6,84,000/-/-.

**3. Job profile and his suitability:**

His current term of appointment as a Managing Director of the Company will expire on Sunday 18<sup>th</sup> 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 Parameswran Palliprayil should be available to the Company.

**4. Remuneration Proposed:**

Salary	In the scale of Rs. 60,000/- (Rs. Sixty Thousand only) per month with authority to Board to fix such annual increments as it deems fit.
Commission on Net Profits	As per Company's rules
<b>Perquisites and other components</b>	
1. Housing	45% of the Basic salary
2. Superannuation	As per Company's rules
3. Provident Fund	Not applicable
4. Medical reimbursement	As per Company Rule
5. Food Coupons Allowance	As per Company Rule

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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 Parameswran Palliprayil as an individual member, he is holding 0.18% 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 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.

**KERALA COMMUNICATORS CABLE LIMITED.**

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E-mail id: kccl@kccl.tv

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

**ITEM NO.:05**

**Appointment of Mrs. Sharan V Pradan (DIN: 09691372) as an Independent Director of the company**

Mrs. Sharan V Pradan (DIN: 09691372) was appointed as an Additional Director of the Company with effect from 25th July, 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. Sharan V Pradan 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 a Member signifying his intention to propose Mrs. Sharan V Pradan appointment as an Independent Director. Mrs. Sharan V Pradan is a professor by profession.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Sharan V Pradan 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. 5 of this Notice as an Ordinary Resolution.

**ITEM NO.:06**

**Ratification of Remuneration to Cost Auditors for FY 2021-22**

The Board of Directors has approved in its meeting held on August 5th 2022, the appointment of Murthy & Co LLP, a firm of practising Cost and Management Accountants, Thrissur, 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 to conduct the Cost Audit of the Company for the financial year 2021-22. 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. 6 of this Notice as an Ordinary Resolution.

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**ITEM NO.:07**

**Approval of Increase of Authorised Share Capital**

The present Authorised Capital of the Company is Rs. 100,00,00,000/- (Hundred Crores Only) divided into 1,00,00,000 (one crore only) equity shares of Rs.100/-(One Hundred only) each. To accommodate Further Issue of Equity shares in order to bring the additional capital for future expansion or diversification of the Company, the existing authorised capital needs to be increases.

It is proposed to increase the Authorised capital of the Company be increased from Rs.100,00,00,000/- (Rupees Hundred Crores Only) divided into 1,00,00,000 (One Crore Only) Equity shares of Rs.100/- (Rupees One Hundred Only) each to Rs.2,00,00,00,000/- (Rupees Two Hundred Crores Only) Divided into 200,00,000 (Two Crore Only) equity shares of Rs.100/-(one Hundred Only) each.

In this regard approval of the shareholders is being sought for such Increase in Authorised Capital of the Company and Alteration of MOA by way of special resolution.

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. 7 of this Notice as a Special Resolution.

**ITEM NO.:08**

**Approval of Issuance of Bonus Shares**

In appreciation of continuing support from Shareholders of the Company, the Board of Directors at its meeting held 08<sup>th</sup> August, 2022, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares in the proportion of 1:1 i.e. 1 (one) new equity share of Rs. 100 each for every 1 (one) existing equity share of Rs. 100/- each fully paid up held by the shareholders as on Record Date to be hereafter fixed by the Board, by capitalization of a sum of Rs.77,90,65,500/- (Rupees seventy-seven crore ninety lakhs sixty-five thousand and five hundred only) from the Reserves. The same is proposed to be applied in full by issuing at par 77,90,655 (seventy seven lakhs ninety thousand six hundred and fifty five) new equity shares of Rs. 100/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase from Rs.77,90,65,500/- (Rupees seventy-seven crore ninety lakhs sixty-five thousand and five hundred only) to Rs. 155,81,31,000 (Rupees One hundred and fifty five crore eighty one lakhs thirty one thousand only) consisting of 1,55,81,310 (one crore fifty five lakhs eighty one thousand three hundred and ten) equity shares of Rs. 100/-each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force).

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The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

Further, in compliance with applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard, the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder on providing the details of demat account.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.8 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

**ITEM NO.:09**

**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.1000 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. 9 of this Notice as an Ordinary Resolution.

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**ITEM NO.:10**

**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 100,00,00,000 (Rupees 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.

**Registered Office:**

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Panampilly Nagar, Kochi – 682036, Kerala

Date: 01.09.2022

Place: Kochi

**By order of Board of Directors**

**Kerala Communicators Cable Limited.**

**Sd/-**

**SURESH KUMAR PARAMESWRAN**

**PALLIPRAYIL**

**Managing Director**

**DIN: 02210337**

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**INSTRUCTIONS FOR REMOTE E-VOTING AND VOTING DURING AGM**

In compliance with the provisions of Section 108 of Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. Members are provided with remote e-voting facility on all the resolutions set forth in this Notice. For this purpose, 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 "e-voting on the date of AGM" will be provided by CDSL. The Board of Directors has appointed Mr BINOY CHACKO, Company Secretary, Partner, Joseph & Chacko Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The instructions for REMOTE E-VOTING are given below:

- a) A person whose name is recorded in the register of members in case of shares held in physical form or in the register of beneficial owners maintained by the depositories in case of shares held in dematerialized (demat) form as on Cut-off date (i.e. 16<sup>th</sup> September, 2022) only shall be entitled to vote by electronic means or in the AGM. The remote e-voting schedule is as under:

Date and time of commencement of remote voting through electronic means:	Tuesday 20 <sup>th</sup> September, 2022 at 9.00 a.m. (IST).
Date and time of end of voting through electronic means (beyond which voting will not be allowed):	Thursday 22 <sup>nd</sup> September, 2022 at 5.00 p.m. (IST).
Details of website:	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Details of persons to be contacted for issues relating to remote e-voting:	Mr. Vijayagopal / Mr. Giridhar, Integrated Registry Management Services Pvt Ltd. Tel No. 080-23460815-18 Fax No. 080-23460819 E-mail: <a href="mailto:giri@integratedindia.in">giri@integratedindia.in</a>
Cut-off date to determine the eligibility to cast vote:	Friday 16 <sup>th</sup> September, 2022 at 5.00 p.m (IST)

- b) The remote e-voting is open for all the members whether holding shares in physical form or dematerialized form. The remote e-voting shall be disabled at 5.00 PM on Thursday 22<sup>nd</sup> September, 2022 and remote e-voting shall not be allowed beyond this date and time.
- c) Further, the facility for voting through electronic voting system will also be made available at the AGM from the CDSL and the members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM and for detailed procedure, please refer to Notice of the AGM.
- d) A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not vote again at the AGM.
- e) Any person, who acquires shares of the Company and becomes a member after dispatch of



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the notice and holding shares as on the cut-off date i.e., 16<sup>th</sup> September, 2022, may write to [giri@integratedindia.in](mailto:giri@integratedindia.in) in case of any login related issues. **However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote and also for attending the AGM electronically.**

- f) Members who wish to vote on the date of AGM should invariably attend the general meeting, failing which, the votes cast by such member on the date of AGM will be treated as invalid.
- g) The Chairman of the Meeting will reserve the rights to limit the number of questions and time limit for each question during the course of AGM.
- h) The Chairman reserves the right to limit the number of Members asking questions depending on either the availability of time or live streaming related concerns or any other unforeseen situations if any at the time of AGM.
- i) The results of voting on the above resolutions shall be declared within 3 days from the conclusion of the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report will be made available on the Company's website and on the website of Central Depository Services (India) Limited (CDSL).

**PROCEDURE TO BE FOLLOWED TO VOTE THROUGH REMOTE E-VOTING:**

- i. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders/members.
- iii. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company
- iv. Next enter the Image Verification as displayed and click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat form and Physical form</b>
PAN	<ul style="list-style-type: none"><li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Bank/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the</li></ul>

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	applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RAQQO00001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth(D.O.B)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Bank's records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or Bank, please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction.</li></ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for "Kerala Communicators Cable Limited" on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed 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.
- xvii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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**xviii. Note for Non – Individual Members and Custodians:**

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, the relevant user using admin login would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xx. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the Cut-off date i.e. Friday 16<sup>th</sup> September, 2022 may write to [legal@kccl.tv](mailto:legal@kccl.tv) or [giri@integratedindia.in](mailto:giri@integratedindia.in) in case of any login related issues. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.

**INSTRUCTIONS FOR MEMBERS E-VOTING ON THE DATE OF AGM ARE AS UNDER:**

- a) Only those Members/shareholders, present in the AGM 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 in the AGM.
- b) If any Votes are cast by the members through the e-voting during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered INVALID as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- c) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The procedure to be followed for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for electronically attending the AGM via VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

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2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Registration as “Speakers”
  - a) Kindly note that the members who have registered themselves as a ‘speaker’ will only be allowed to express their views/ask questions during the meeting.
  - b) The members who would like to express their views/ask questions during the meeting need to register themselves as a speaker and are required to send their request 2 working days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to [legal@kccl.tv](mailto:legal@kccl.tv).

In case of any queries regarding remote e-voting you may refer to the 'user manual for members available at [www.evotingindia.com](http://www.evotingindia.com) under Help menu. The members can also contact for any grievances in the matter:

Registrar & Share Transfer Agent of the Company : Mr. Vijayagopal / Mr. Giridhar / Mr. Harish  
Integrated Registry Management Services Private Limited

Tel No.: 080-23460815

Fax No.: 080-23460819

E-mail ID: [giri@integratedindia.in](mailto:giri@integratedindia.in)

**Or**

CDSL (for remote e-voting or for attending AGM electronically) : Phone No.: 1800-200-5533

E-mail ID: [helpdesk.evoting@cdslindia.in](mailto:helpdesk.evoting@cdslindia.in)

Mr. Nitin Kunder (022-23058738)

Mr. Mehboob Lakhani (022-23058543)

Mr. Rakesh Dalvi (022-23058542)

Secretarial Department of the Company : Jayasree A (Company Secretary)

Phone No. 9048188147

Email ID: [jayasree@jandc.in](mailto:jayasree@jandc.in)

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