

NOTICE TO THE MEMBERS

Notice is hereby given that the 18th Annual General Meeting (AGM) of the Members of Kerala Communicators Cable Limited (KCCL) will be held on Friday, 26th September 2025 at 10.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements, Board report and Auditor Report

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2025 and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Final Dividend on Equity Shares

To declare final dividend on the paid-up equity shares at the rate of 6% [i.e. Rs. 06.00/- (Rupees Six Only) per Equity Share of Rs.100/- (Rupees Hundred Only)] each for the financial year ended March 31, 2025.

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

To appoint a director in place of Mr. Vijayakrishnan Krishnan Nair (DIN: 00790542) who retires by rotation being eligible and offers himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of Managing Director

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), 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 of Mr. Suresh Kumar Palliprayil Parameswaran, (DIN: 02210337) as the Managing Director of the Company for a period of 1 (One) year with effect from 19th December, 2025 to 18th December, 2026 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 (DIN: 02210337) 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 are hereby authorized 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 Director

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Rajan Vasudevan (DIN: 02278469), who was appointed as an Additional Director of the Company with effect from 7th May, 2025 and who ceases to hold office at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company (including any Committee thereof) be and are hereby authorized 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 2025-26

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.1,65,000/- plus applicable taxes.

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 for increasing remuneration of Mr. Suresh Kumar Palliprayil Parameswaran (DIN: 02210337) the Managing 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 Sections 197, 198, 203, 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 the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 14, 2024, respectively, to increase the remuneration of Mr. Suresh Kumar Palliprayil Parameswaran (DIN: 02210337), the executive director of the Company, from Rs. 75,000/- to Rs. 85,000/- per month, effective from 1st April 2024.

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

8. Approval for increasing remuneration of Mr. Cherukadath Sureshkumar (DIN: 06539875) the executive directors of the Company with effect from 1st April 2025

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 the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 29, 2025, respectively, to increase the remuneration of Mr. Cherukadath Sureshkumar (DIN: 06539875), the executive director of the Company, from Rs. 40,000/- to Rs. 50,000/- per month, effective from 1st April 2024.

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

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, (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 2025-26, 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 the Board
For Kerala Communicators Cable Limited

Date: 01.09.2025
Place: Ernakulam

Sureshkumar Palliprayil Parameswaran
Managing Director
(DIN: 02210337)

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act 2013 in respect of special business set out in the notice is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) has vide Circular No. 9/2024 dated 19th September, 2024 which is in continuation with the letter dated 05th May 2020 read with circulars dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021, 05th May 2022, 28th December 2022 and 25th September 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the 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.
4. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2024 - 25 is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may please note that the Notice and Annual Report 2024 - 25 will also be available on the Company's website (www.kccl.tv). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
5. The dividend on equity shares as recommended by the Board of Directors of the Company, if declared in the Annual General Meeting will be paid subject to deduction of tax at source to the shareholders whose names appear on the Register of Members as on 5th September 2025. In respect of shares held in dematerialised form, the dividend will be paid to those members, who holds shares as on 5th September 2025, as per the details furnished by the Depositories.
6. Members may please note that the Company has regularly paid dividend since 2020-21. The details of members who have not encashed their dividend warrants have been uploaded at the website of the Company (www.kccl.tv). Those members who have not encashed their dividend warrants in respect of any of the previous seven years are requested to submit their dividend warrants along with proof of bank account to the registered office of the Company for claiming dividend. Please note that after 7 years from the date of declaration of dividend for any financial year, the balance available in the said dividend account would be remitted to the Investor Education and Protection Fund (IEPF) of Central Government as per the provisions of Section 124(5) & Section 125(2) of the Companies Act 2013. The unclaimed dividend pertaining to the financial year 2020-21 is due for remittance to the Investor Education and Protection Fund of Central Government 2028.

7. In terms of Section 124(6) of the Companies Act 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended from time to time, members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Account. Upon transfer of such shares to IEPF Authority, all benefits accruing on such shares shall also be credited to the IEPF Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares
8. Pursuant to the 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.
9. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
10. 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 will be entitled to vote at the AGM.
11. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 01.00 p.m. up to and inclusive of the date of Annual General Meeting. Members seeking to inspect such documents send request to cs@kccl.tv.
12. 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.
13. 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.
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. Pursuant to provisions of the Companies Act 2013, 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 the Board
For Kerala Communicators Cable Limited

Date: 01.09.2025
Place: Ernakulam

Sureshkumar PP
Managing Director
(DIN: 02210337)

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

ITEM No.4

Re-Appointment of Managing Director

The Board of Directors, at their meeting held on 22nd August, 2025, after considering the recommendations of the Nomination and Remuneration Committee and the Audit Committee, and subject to the approval of the members, re-appointed Mr. Sureshkumar Palliprayil Parameswaran, Managing Director (DIN: 02210337), whose term is expiring on 18th December 2025, for a further period of 1 year effective from 19th December 2025 to 18th December 2026.

Mr. Sureshkumar P.P. has been serving as Managing Director since 2016 and in addition to his position as Managing Director of the Company, he also holds the office of Managing Director at Kerala Vision Broadband Limited, without drawing any additional benefits.

The Nomination and Remuneration Committee, after considering the contribution of Mr. Sureshkumar Palliprayil Parameswaran during his tenure as Managing Director and the vast knowledge and experience he possesses, recommended his re-appointment for a further period of one year. Subsequently, the Board of Directors re-appointed him as Managing Director of the Company for a period of one year, from 19th December 2025 to 18th December 2026, subject to the provisions of Sections 196, 197, and Schedule V of the Companies Act, 2013.

Terms of Appointment

1. Term of office will be 19th December 2025 to 18th December 2026.
2. Monthly remuneration of Rs.85,000/- per month.

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 TV 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 11th 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 Lakhs)

Particulars	Year ended	Year ended
	31.03.2025	31.03.2024
Total Income	44,629.22	37,223.94
Total expenditure	40,120.60	34,654.16
Profit/(Loss) before interest, depreciation and tax	6,771.57	5,887.57
Finance cost	0.00	0.00
Depreciation	2,262.94	3,317.78
Profit/(Loss) before tax	4,508.63	2,569.79
Provision for taxation (Net of deferred tax)	(1,934.75)	1,494.36
Profit/(loss) after tax	2,573.88	1,075.41
Share of profit/loss of associates	13.88	(-12.24)
Net comprehensive income for the year	2587.76	1,063.17

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

II. Information about the appointee:

1. Background details

Mr. Suresh Kumar Palliprayil Parameswaran holds MBA in finance, and he has more than 25 years' experience as Cable TV Industry.

2. Past remuneration

The remuneration of Mr. Sureshkumar Palliprayil Parameswaran, Managing Director, is Rs.75,000/- per month effective from 1st April 2025.

3. Job profile and his suitability

His current term of appointment as Managing Director of the Company will expire on 18th December 2025. 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 services of Mr. Sureshkumar Palliprayil Parameswaran are essential for the smooth and efficient running of the business.

4. Remuneration Proposed

Salary	In the scale of Rs. 85,000/- (Rs. Sixty Thousand only) per month.
Commission on Net Profits	As per Company's rules
Perquisites and other components	
1. Housing	As per Company Rule

2. Superannuation	As per Company Rule
3. Provident Fund	Not applicable
4. Medical reimbursement	As per Company Rule
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 Rule
13. Encashment of Leave	As per Company Rule
Note: In case of inadequacy of profits, remuneration in accordance with Schedule V will be paid.	

Notes:

Pursuant to Section 197 (1) of the Companies Act, 2013, the total Managerial remuneration payable by a 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 anyone 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 a unique segment of cable networking, the comparative remuneration profile with respect to the industry, size of the Company, profile of the position and persons is not available and therefore not comparable. However, companies of similar size are paying their Managerial Personnel between Rs. 1.5 lakhs and Rs. 5 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, holds 0.18% of equity shares of the Company.

III. Other information

1. Reasons of loss or inadequate profits:

The Company is consistently making profits in the past

2. Steps taken or proposed to be taken for improvement

- a. Exploring untapped markets and new business such as IPTV, OTT etc.

- b. Focusing on cost cutting and improving profitability.
- c. Underground Fiber laying through NH 66 across Kerala
- d. New business in Tourism and Total Solution Provider (TSP)

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

Appointment of Director

The Board of Directors of the company had appointed Mr. Rajan Vasudevan (DIN: 02278469) as an Additional Director of the Company effective from 7th May 2025 under Section 161(1) of the Companies Act, 2013. His term of office as an Additional Director and who ceases to hold office at the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Rajan Vasudevan for the office of Director of the Company.

None of the Directors or Key Managerial Personnel except Mr. Rajan Vasudevan (DIN: 02278469) is interested in this 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 has 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 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.7

Approval for increasing remuneration of Mr. Suresh Kumar Palliprayil Parameswaran (DIN: 02210337), the executive director of the Company with effect from 1st April 2025.

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 29th March 2025 respectively to the increase in the remuneration of Mr. Suresh Kumar Palliprayil Parameswaran (DIN : 02210337) the managing director of the company, from Rs.75,000/- to Rs.85,000/- per month effective from 1st April, 2025 should be ratified by the shareholders of the company.

Hence, the Board recommends resolution No: 7, for ratification of the members of the Company.

None of the Directors / Key Managerial Personnel except Mr. Suresh Kumar Palliprayil Parameswaran of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.8

Approval for increasing remuneration of Mr. Cherukadath Sureshkumar (DIN: 06539875) the executive directors of the Company with effect from 1st April 2025

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 29th March, 2025 respectively to the increase in the remuneration of Mr. Cherukadath Sureshkumar (DIN: 06539875), the executive director of the company, from Rs.40,000/- to Rs.50,000/- per month effective from 1st April, 2025 should be ratified by the shareholders of the company.

Hence, the Board recommends resolution No: 9, for ratification of the members of the Company.

None of the Directors / Key Managerial Personnel except Mr. Vijayakrishnan Krishnan Nair the executive director of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.:9

Approval of related party transactions

The company 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). The earnest efforts by COA led to the establishment of 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.

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. A significant number of distributors and sub-distributors are body corporates with boards of directors that include individuals who also hold directorship at KCCL. As a result, business transactions with these entities, which are part of KCCL's ordinary operations, qualify as related party transactions under Section 188 of the Companies Act, 2013, due to the shared directorship.

The Board of Directors other than Independent Directors are individuals selected from among the operators of the company based on their qualification and expertise. As a result, directors often have multiple roles- serving as both company operators and board members - and engage in regular transactions with the company. Additionally, many directors hold concurrent directorships in distributors, sub-distributors, or local cable TV operators, either in their individual capacity or as nominee of the company. 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.

The company, 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), in 2020. The shareholders of both KCCL and KVBL are almost same, and they are members of COA and both of the companies are comes under the umbrella of COA.

The post-COVID era was very supportive of internet businesses, but as a newly incorporated entity, KVBL faced financial constraints for capital investments. Consequently, KVBL entered a rental agreement with KCCL for ONT modems. According to the agreement, KCCL provides ONT modems to KVBL at a monthly rent of Rs.100 per modem for the first 14 months and Rs.25 per year thereafter and during the agreement period, KCCL is responsible for the service and management of the modems.

Due to its exceptional nature, this transaction lacks suitable comparables, 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.

Pursuant to the aforesaid rental agreement with KVBL, KCCL assumes responsibility for the service and maintenance of ONT modems. Furthermore, KCCL's asset portfolio comprises approximately 30 lakh Set-Top Boxes (STBs). To ensure comprehensive support, KCCL has entered into a service agreement with KV-TEL Media Private Limited, entrusting them with

the exclusive servicing and repair of both ONT modems and STBs. As per this agreement, KV-TEL will receive a consideration of Rs.10,00,000/- per month irrespective of the quantity of devices serviced.

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 32% holding in KV-TEL and the presence of common directors.

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. 9 of this Notice as an Ordinary Resolution.

By order of the Board
For Kerala Communicators Cable Limited

Sureshkumar Palliprayil Parameswaran
Managing Director
(DIN: 02210337)

Date: 01.09.2025
Place: Ernakulam

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

Item No.3

Name of Director	Mr. Vijayakrishnan Krishnan Nair
Age	60 years
Qualification	B. A
Experience in functional area	More than 30 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2025	Kerala Vision Channel Broadcasting Limited
Terms & Conditions of appointment	As per resolution No.3
Remuneration	Rs.50,000/- per month
Date of first appointment	03.01.2007
Shareholding	9894 Equity Shares of Rs.100/- (0.06%)
Relationship with other directors	Nil
No. of Board Meeting attended	No. of meeting eligible to attend - 5 Attended during the year - 5
Membership / Chairmanship of Committees	Member of Nomination and Remuneration Committee.

Item No.4 & 7

Name of Director	Mr. Suresh Kumar Palliprayil Parameswaran
Age	49 Years
Qualification	MBA Finance
Experience in functional area	More than 25 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2023	1. Kerala Vision Broad Band Limited 2. KV-TEL Media Private Limited 3. Mala Cable Vision Private Limited
Terms & Conditions of appointment	As per Resolution No. 4 and 7
Remuneration	Rs.85,000/- per month
Date of first appointment	27.09.2012

Shareholding	28716 Equity Shares of Rs.100/- (0.18%)
Relationship with other directors	Nil
No. of Board Meeting attended	No. of meeting eligible to attend - 5 Attended during the year - 5
Membership / Chairmanship of Committees	CSR Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee

Item No. 5

Name of Director	Rajan Vasudevan
Age	63 Years
Qualification	Matriculation
Experience in functional area	More than 30 years of experience in Cable TV and Broadband Industry
Directorship in other Companies as on 31.03.2025	Ernakulam Corporate Ventures Private Limited
Terms & Conditions of appointment	As per resolution no.5
Remuneration	Nil
Date of first appointment	07/05/2025
Shareholding	11554 Equity Shares of Rs.100/- (0.07%)
Relationship with other directors	Nil
No. of Board Meeting attended	No. of meeting eligible to attend - 0 No. of meeting attended - 0
Membership / Chairmanship of Committees	Nil

Item No. 8

Name of Director	Mr. Suresh Kumar C
Age	55 Years
Qualification	B. Com
Experience in functional area	More than 25 years of experience in

Directorship in other Companies as on 31.03.2025	Keralavision Channel Broadcasting Limited TMC Digital Private Limited
Terms & Conditions of appointment	As per resolution no.8
Remuneration	Rs.50,000/-
Date of first appointment	25/09/2013
Shareholding	10244 Equity Shares of Rs.100/- (0.07%)
Relationship with other directors	Nil
No. of Board Meeting attended	No. of meeting eligible to attend - 5 Attended during the year - 5
Membership / Chairmanship of Committees	Nil

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.kccl.tv. 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 Circular dated 25th September 2023 Circular No. 9/2024 dated 19th September, 2024 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, 23rd September 2025 am 9.00 am IST** and ends on **Thursday, 25th September 2025 05.00 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 <Record Date> of **19.09.2025** 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 & My Easi New (Token) 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 login & My Easi New (Token) Tab and then click on registration option. 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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-</p>

securities in demat mode) login through their Depository Participants (DP)	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.
---	--

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (ix) Click on the EVSN for the relevant <Kerala Communicators Cable Limited> 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@kccl.tv (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 at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **cs@kccl.tv**. 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@kccl.tv**. 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 cs@kccl.tv.
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.