

**KERALA COMMUNICATORS CABLE LIMITED.**

CIN: U72900KA2007PLC041377

**Regd. Off:** No.48, 100 Ft Road Opp. Kendriya Sadan Koramangala  
2nd Block Bangalore - 560034 Karnataka, India

**Admin. Off:** 1ST Floor, Coa Bhavan Thoundayil Road 4th Cross Road, Panampilly  
Nagar Cochin 682036, Kerala, India

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

**Email ID:** [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in),

[Contact No. +918086897033](tel:+918086897033)

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ANNUAL GENERAL MEETING NO: 13/2020-21

**NOTICE TO THE MEMBERS**

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of **Kerala Communicators Cables Limited** will be held on Saturday 19<sup>th</sup> December 2020 at 11.00 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, 2020, 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. To appoint a director in place of the director who retires by rotation**

To appoint a Director in place of Mr. Mechery Aboobacker Sidhique (DIN: 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 (DIN: 00789736) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as the Director of the Company liable to retire by rotation."

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**SPECIAL BUSINESS**

**3. Approval of related party transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party as and when required within the meaning of Section 2(76) of the Act, for (Purpose of Transaction), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.50.00 Crores that can be entered for the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

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

**4. Re-Appointment of Managing Director**

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

To Re-appoint Mr. Suresh Kumar Parameswaran Palliprayil (DIN: 02210337) as the Managing Director of the Company for a period of 2 (Two) years with effect from 19<sup>th</sup> December 2020 to 18<sup>th</sup> December 2022:

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

**“RESOLVED THAT** pursuant to Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, the approval of shareholders be and is hereby accorded for the re-appointment Mr. Suresh Kumar Parameswaran Palliprayil, (DIN: 02210337), as the Managing Director of the Company for a period of 2 (Two) years with effect from 19<sup>th</sup> December 2020 to 18<sup>th</sup> December 2022 and for payment of remuneration upon such

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terms and conditions as set out in the Explanatory Statement annexed to this Notice.”

**“RESOLVED FURTHER THAT** Mr. Suresh Kumar Parameswaran 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 Board of Directors 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. Shifting of Registered Office from One State to another and amendment of Memorandum of Association**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 13(4) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and subject to the approval of Central Government and such other approvals as may be necessary, the Registered Office of the Company be shifted from the State of Karnataka to the State of Kerala and Clause II of Memorandum of Association be altered as follows:

***“II. The registered office of the company will be situated in the State of Kerala.”***

**“RESOLVED FURTHER THAT**, the Directors/Company Secretary of the Company, be and are hereby authorised severally to file necessary E-forms and required applications before the Central Government for obtaining required approvals and to verify, sign, affirm and or present the application, affidavits and other statements forming part of the application in pursuant to the provisions of Section 13 (4) of the Companies Act, 2013 for approval of the shifting of the Registered Office of the Company from the State of Karnataka to the State of Kerala”.

**“RESOLVED FURTHER THAT**, the Directors/Company Secretary of the Company, be and are hereby severally authorized to accept such modifications/alterations in the Special Resolution as may be deemed necessary by the Regional Director, Southern Region while giving approval.

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**6. 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 any body 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 trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100,00,00,000 Crore (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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person severally authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**Registered Office:**

No.48, 100 Ft Road  
Opp. Kendriya Sadan Koramangala  
2nd Block, Bangalore – 560034,  
Karnataka, India  
Date: 01.09.2020

**By order of Board of Directors**

**Suresh Kumar Parameswaran**  
**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 circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), directed that companies shall hold the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") only 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 2019-20 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 2019-20 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., 19.12.2020. Members seeking to inspect such documents can send an email to [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in).
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. 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. Institutional/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

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of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to **Company's RTA-Integrated Registry Management Services Private Ltd., No. 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 (Tel no. (080) 23460815-818) in case the shares are held by them in physical form.**

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
9. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday 19<sup>th</sup> December 2020 through email on [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in)/ [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.

**Registered Office:**

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Opp. Kendriya Sadan Koramangala  
2nd Block, Bangalore – 560034,  
Karnataka, India  
Date: 01.09.2020

**By order of Board of Directors**

**Suresh Kumar Parameswaran**  
**Palliprayil**  
Managing director  
DIN: 02210337

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**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,**

**2013:**

**ITEM NO.:03**

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.50 Crore during financial year 2020-21. 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 2020-21 upto an aggregate amount of Rs.50 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. 3 of this Notice as an Ordinary Resolution.

**ITEM NO.:04**

The present term of office of Mr. Suresh Kumar Parameswran Palliprayil - Managing Director of the Company expires on this Annual General Meeting to be held on Saturday 19<sup>th</sup> December 2020. The Board of Directors at their meeting held on September 01<sup>st</sup> 2020 has appointed him as the Managing Director for a further period of 2 years with effect from 19<sup>th</sup> December 2020 to 18<sup>th</sup> December 2022, 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 2 years 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 2020 to 18<sup>th</sup> December 2022.
2. Remuneration for an initial period of 50,000/-pm will be paid and authority to Board to fix such annual increments as it deems fit.

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**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:**

Particulars	Year ended	Year ended
	31.03.2020	31.03.2019
<b>Total Income</b>	<b>2,51,16,41,707.92</b>	1,39,66,65,585.02
Total expenditure	2,30,11,31,064.34	1,31,83,57,762.63
<b>Profit/(Loss) before interest, depreciation and tax</b>	<b>405,500,412.08</b>	<b>301,404,058.61</b>
Finance cost	-	-
Depreciation	19,83,69,633	22,66,06,750.22
<b>Profit/(Loss) before tax</b>	<b>20,71,30,779.08</b>	<b>7,47,97,308.39</b>
Provision for taxation (Net of deferred tax)	(92,198,157.74)	(25,723,868.69)
<b>Profit/(loss) after tax</b>	<b>15,89,88,808.82</b>	<b>4,90,73,439.70</b>
Net comprehensive income for the year	<b>15,89,88,808.82</b>	<b>4,90,73,439.70</b>
<b>Total comprehensive income for the year</b>	<b>15,89,88,808.82</b>	<b>4,90,73,439.70</b>

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

**II. Information about the appointee:**

**1. Background details:**

Mr. Suresh Kumar Parameswaran Palliprayil holds degree and He has 21 years' experience as Cable Industry.

**2. Past remuneration:**

Total Gross Remuneration drawn during 2019-20: Rs. 3,60,000/-.



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

His current term of appointment as a Managing Director of the Company expired on Saturday 19<sup>th</sup> December 2020. Considering his vast industrial experience and knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Suresh Kumar Parameswaran Palliprayil should be available to the Company.

**4. Remuneration Proposed:**

Salary	In the scale of Rs. 50,000/- (Rs. Fifty 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
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.	

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**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.

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

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**ITEM NO.:05**

The Registered office of the Company is presently situated in Bangalore in the State of Karnataka, However all the operations of the Company are presently carried out in the State of Kerala. Moreover all the Directors of the Company are Kerala based. It is now difficult to coordinate the matters relating to statutory obligations pertaining to the Registered Office. Therefore it is thought desirable to shift the Registered Office of the Company from the State of Karnataka to the State of Kerala to carry on the Company's business more economically, more efficiently and more conveniently.

The Board of Directors at their meeting held on Tuesday September 01<sup>st</sup> 2020 has decided to shift the registered office of the company from the State of Karnataka to the State of Kerala. As per Section 12(5) read with Section 13(4) of the Companies Act, 2013, the Registered Office of the company may be shifted from one state to another on the authority of special resolution passed by the company and subject to the confirmation of the Central Government (Regional Director). The Company will make petition to the Regional Director for confirmation for changing the registered office after obtaining the members 'consent. Hence the special resolution as set out in the notice is required to be passed by the members.

None of the directors, Manager, any key managerial personnel or their relatives is interested or concerned (whether financial or otherwise) in the above resolution.

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

**ITEM NO.:06**

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.

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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

**Registered Office:**

No.48, 100 Ft Road  
Opp. Kendriya Sadan Koramangala  
2nd Block, Bangalore - 560034,  
Karnataka, India

Date: 01.09.2020

**By order of Board of Directors**

**Suresh Kumar Parameswaran  
Palliprayil**

Managing director

DIN: 02210337

**KERALA COMMUNICATORS CABLE LIMITED.**

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Admin. Off: 1ST Floor, Coa Bhavan Thoundayil Road 4th Cross Road, Panampilly  
Nagar Cochin 682036, Kerala, India

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

Email ID: [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in),

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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. December 13th , 2020) 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:	December 16 <sup>th</sup> , 2020 at 9.00 a.m. (IST).
Date and time of end of voting through electronic means (beyond which voting will not be allowed):	December 18 <sup>th</sup> , 2020 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:	December 13 <sup>th</sup> , 2020 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 December 18<sup>th</sup>, 2020 and remote e-voting shall not be allowed beyond this date and time.

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- 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 the notice and holding shares as on the cut-off date i.e., December 13<sup>th</sup> 2020, 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 through VC/OAVM, failing which, the votes cast by such member on the date of AGM will be treated as invalid.
- g) In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. 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. may be allowed to attend the meeting without restriction on account of first-come-first served principle.
- h) The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- i) 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.
- j) 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.
- k) At the time of logging-in to the system to attend the AGM or during the course of AGM, if a Member loses the connection, the same shall not be a ground to complaint.
- l) 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).

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**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 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.</li></ul>
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.

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- 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 “The 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.**
- xviii. **Note for Non – Individual Members and Custodians:**
  - o 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.
  - o 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).
  - o 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.
  - o 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.
  - o 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.



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- 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. 13th December, 2020 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.
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.

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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 [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in)/ [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. 080-23460815-18  
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 : Navneeta Nawin (Company Secretary)  
Phone No. 7353322401/9606080227  
Email ID: [info@jandc.in](mailto:info@jandc.in)