

## **RALA COMMUNICATORS CABLE LIMITED**

CIN: U72900KA2007PLC041377

### **Regd. Office:**

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

**E-mail id:** [cable\\_communicators@yahoo.co.in](mailto:cable_communicators@yahoo.co.in)

**Contact No.** +918086897033

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### **BOARD'S REPORT TO THE MEMBERS OF KERALA COMMUNICATORS CABLE LIMITED**

We are happy to present the 13<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Accounts for the financial year ended 31st March 2020.

#### **1. FINANCIAL RESULT**

<b><u>Particulars</u></b>	<b><u>2019-20</u></b> <b><u>(in Rs. Lakhs)</u></b>	<b><u>2018-19</u></b> <b><u>(in Rs. Lakhs)</u></b>
Total Revenues	25,116.42	13,966.66
Profit/(Loss) Before Tax (PBT)	2071.31	747.97
Profit /(Loss) After Tax (PAT)	1589.88	490.73

#### **2. HIGHLIGHTS OF PERFORMANCE**

During the year under review, Company achieved an income of Rs. 251.16 crores. The company has made Profit of Rs. 15.90 crores during the year. The Company is expecting a better performance in the current Financial Year.

#### **3. NATURE OF BUSINESS AND CHANGES**

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. There is no change in the business of the Company during the financial year 31st March, 2020.

#### **4. DIRECTORS, KEY MANAGERIAL PERSONNEL AND CHANGES:**

The following is the details of Directors, Key Managerial Personnel in the Company and Changes among them during the year ended March 31, 2020.

Sl. No.	Directors	Designation	Date of Appointment	Date of change in Designation	Date of Cessation, if any
1.	Suresh Kumar Parameswaran Palliprayil	Managing Director	27/09/2012	29-09-2016	NA

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2.	Mechery Aboobacker Sidhique	Director	03-01-2007	NA	NA
3.	Vijayakrishnan Krishnan Nair	Director	03-01-2007	NA	NA
4.	Sasi Keezhattupurat hillam	Independent Director	16-03-2019	NA	NA
5.	Cherukadath Suresh Kumar	Director	25/09/2013	NA	NA
6.	Cherukadath Suresh Kumar	CFO(KMP)	17-02-2017	NA	NA
7.	Harikumar	Independent Director	16-03-2019	NA	NA
8.	Navneeta Nawin	Company Secretary	27-01-2017	NA	NA

### **5. MEETINGS OF THE BOARD**

The Board of Directors has met 13 times during the year under review.

### **6. COMMITTEES OF THE BOARD OF DIRECTORS**

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

### **7. NOMINATION AND REMUNERATION COMMITTEE**

The Company had constituted the Nomination and Remuneration Committee to recommend appointment of, and remuneration to Managerial Personnel and review thereof from time to time.

### **8. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Company had constituted the Stakeholders Relationship Committee consisting of a non-executive director as a chairman to consider and resolve the grievances of security holders of the company.

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### **9. DECLARATION BY INDEPENDENT DIRECTOR(S).**

The Company has appointed Independent Directors as per the requirements of Companies Act 2013 and as per the Guidelines of Ministry of Information Broadcasting. The independent directors have individually declared to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act 2013 at the time of their respective appointment.

### **10. BOARD EVALUATION**

The Board had evaluated its performance on various parameters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, etc. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings

### **11. DIVIDEND**

The Board of Directors has not recommended any Dividend during the Financial Year.

### **12. SHARE CAPITAL**

The Authorized Share capital of the Company is Rs.1,00,00,00,000/- divided into 1,00,00,000/- Equity Shares of Rs.100/- each.

The Issued, Subscribed and Fully paid Share capital of the Company is Rs.77,90,65,500/- divided into 77,90,655 Equity Shares of Rs.100/- each.

During the financial year 2019-20, there were no changes in the issued, subscribed and paid-up capital of the company.

### **13. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The detail of subsidiary and associate company are given below:

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Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Appli cable Section
1.	MEDIA PLUS SIGNALS PRIVATE LIMITED	U64200KL2015PTC 039101	ASSOCIATE	31.97	2(6)
2.	KOZHIKODE DIGITAL AND BROADBAND PRIVATE LIMITED	U64200KL2012PTC 032350	ASSOCIATE	47.17	2(6)
3.	KERALA VISION BROAD BAND PRIVATE LIMITED	U64203KL2016PTC 046810	SUBSIDIARY	100	2(87) (ii)
4.	KCCL DIGITAL SERVICES PRIVATE LIMITED	U93090KL2019PTC 057030	SUBSIDIARY	100	2(87) (ii)

Statement containing salient features of financial statements of subsidiaries and associate companies in Form AOC-1 is enclosed herewith as Annexure-I to this report.

**14. FINANCE****A. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

**B. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not granted/provided any loans, guarantees, or security covered by section 185 during the year under review and hence the said provision is not applicable.

The Company has made investments which are covered by section 186 of the Companies Act and the provisions of the aforesaid section are complied with.

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## **15. BUSINESS GROWTH**

The Major milestones achieved by our Company during this FY are that we could start functioning of our renovated control room with the state of art technology at Pudukkad and also commissioned our new NOC at Calicut.

After completing digitization our company Kerala Communicators Cable Ltd (KCCL/ Company), reach the first position in Kerala and maintained it with 27,82,297 number of assigned set top boxes (STBs) in the year 2019-20. This includes 3,85,854 number of High Definition (HD) STBs. We proudly continue to be among the Top 10 MSO's at national level also. We are providing signal to 6135 Local Cable Operators (LCO) through 30 KCCL Distributors and 155 sub distributors. We have implemented new TRAI regulations and successfully migrated our entire customers into new TRAI regime.

We have created some of the basic common packages that fits the majority of the people with affordable prices. Also, we had given option for customers to choose their own packages through our website.

Despite completion of digitization, as compared to previous year the number of STB has increased to 269,543 numbers. This was mainly due to increase in customer base consequent to implementation NTO. Our shareholders and distributors supported us for this sustainable business growth. Cable TV Operators Association (COA), with its guidance and support has made it possible to withstand pressures whether it be from powerful broadcasters or be it ground competition. In the year under report, the company has not issued fresh shares, and the paid-up capital of the company stands at Rs.77, 90, 65,500.00 as on 31.03.2020.

This year, the company has embarked on its major push towards Broadband penetration through Kerala Vision Broadband Pvt Ltd. The clear objective is to establish itself as the No.1. Position in subscriber numbers and services in Kerala. With this objective in mind, our Company has invested in technology upgradation and focusing mainly to provide better broadband service and customer experience so as to reach as the market leader in broadband also.

We have made substantial growth in Broadband Business in the last year. We have grown from 81,180 subscribers with a Turnover of INR19, 86, 52,003.00 in March 2019 to 102,322 Subscribers with a Turnover of INR 34,87,26,488.74 in March 2020. Beginning of this financial year we were in the 2nd position in terms of Broadband Business Market Share and by the end of the financial year we retained the same

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position and is nearing to reach the position of No1 broadband provider in Kerala. We achieved this business and market share growth, withstanding tough competition from big corporate both global and national players.

Bringing quantum jump in service level Google, Face book entered into direct caching and peering arrangements with us. Similar arrangement has been made with Extreme IX, Mumbai GPX also, simultaneously continuing the peering with Mumbai Convergence Hub. While implementing the technology advancement at NOC level, we have also planned for proportionate increase in bandwidth for ILL as well as P to P links availed from Airtel, Tata Tele Services, Power grid, BSNL and Vodafone Idea. For OLT and ONU we currently partner with Huawei as suppliers.

The Transportation system for Broadband distribution, Internet Security, Customer Care ETC are Top in Class and is on a par with the similar facilities of large ISP's and such special focus on minute details have helped our company manifolds. Seeing the growth in Information sector we have started a company Kerala Vision Broadband Private Limited with 99% shareholding. Under the leadership of this new company many steps are being taken for the business growth of the Broadband business. Next year we are planning to introduce VNO, OTT and many such new business ideas and thus we aim to be the No 1 Broadband Service Provider.

Upgradation has happened to 350 channels comprising 53 HD Channels + 289 SD Channels and 8 Radio Channels. For OTT Harmonic equipment has already been procured and installation is in progress along with a plan to implement PIRDs for high quality digital reception of satellite channels and provision of statmuxing for efficient bandwidth allocation in transport, enabling high quality video delivery to consumers. We currently procure stbs from Coship, Changhong, Gospell who are leading manufacturers internationally. For encryption of digital cable TV signals, we have implemented CAS of Nagra and Conax, both globally reputed service providers. We reached another mile stone by adding two more CAS in our Headend to accommodate the switching over of the small MSO's. We also started IPTV services to our existing Broadband Customers with the support of Cinesoft Pvt Ltd.

## **16. FUTURE PLANS**

The Company has the following immediate future plans:

1. Establish a superhighway of fiber from Kasaragod to Trivandrum along the length of the state as an overhead/underground backbone. We have already laid 600 Km's of our own ADSS Fiber and aims at 800 More KM's within the next financial year thereby creating our own Back Bone and

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strengthening our network.

2. Upgrade digital cable tv headend to 500 Channel Capacity
3. Offer VOD, Voice Services and other premium value-added service by next year to digital cable subscribers in Kerala. Expand IPTV services in addition to digital cable TV services to the entire broadband consumers of Kerala Vision.
4. Tie up with Vodafone idea for joint ventures.
5. To diversify our Company's business in new areas with new business tie-ups so as to explore revenue potential of our customer base and also ensure new experience to our valuable customers.
6. To start NOC Operations at Trivandrum, Cochin.

While the above 6 are key objectives, to be completed next year, we will continue to be responsive to market and fast on our feet. Considering stiff competition from Corporates and advent of new technology, KCCL will adopt innovative technologies and be competitive in the market to retain and grow its customer base and revenue growth. The strong network of local cable operators, guidance and support from COA, and the support of strong distributors are the strength of our Company and we are fully confident to survive in the industry successfully.

### **17. MATERIAL CHANGES AND COMMITMENTS**

The company has made investment in the equity shares of below companies for better business growth:

SL No.	Name of Company	Amount of Investment (Rs.)
1.	KCCL DIGITAL SERVICES PRIVATE LTD	10,00,000

The World Health Organization (WHO) declared the outbreak of the Coronavirus Disease (COVID-19) as a global pandemic on 11th March, 2020. Consequent to this, the Government of India declared a nation-wide lockdown on 23rd March, 2020 due to which the Company suspended its operations at offices in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations by way of supply chain disruptions, closure of customers' site and suspension of travel and unavailability of personnel during the lockdown period.

Apart from this, there has been no material changes and commitments, affecting the financial performance of the Company occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this Report

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### **18.STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Proper steps have been taken to identify the risk and mitigate the risk to the level that least possible loss should incur. In the opinion of the Board of Directors no risk is identified which may threaten the existence of the company. Your company endeavors to become aware of different kinds of risks and bring together elements of best practices to mitigate such risk and to manage such risks.

### **19.CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As per the provisions of section 135 of the Companies Act, 2013, the company has to spend at least 2% of the average net profits of the company made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy.

During the year 2019-20, the company has constituted a CSR Committee and a policy on Corporate Social Responsibility has been formulated as per provisions of Sec.135 of the Companies Act, 2013 and Rules made thereunder as your Company has made profit of Rs. 15.90 crores during the Financial Year 19-20.

However, the company has not allocated/spent any funds towards CSR activities as the company had incurred loss in the Financial Year 16-17 and the average net profits of the company during the three immediately preceding financial years is negative.

### **20.RELATED PARTY TRANSACTIONS**

The contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review is attached as Annexure-II

### **21.CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGOING**

Information in respect of conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo, required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, and forming part of the Report is annexed hereto.



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## **22.AUDITORS**

M/S. K RAJAN & CO. Chartered Accountants FRN:012249S were appointed as Statutory Auditors for a period of 5 years in the 12th Annual General Meeting held on 27th September 2019 to hold the office till the conclusion of 17th Annual General Meeting of the Company in terms of provisions of Section 139(1) of Companies Act, 2013.

Further the Auditors' Report for the financial year ended, 31st March, 2020 is annexed herewith for your kind perusal and information.

During the year under review, no fraud reported by Statutory Auditors of the Company.

## **23.SECRETARIAL AUDIT**

M/s. Joseph and Chacko LLP, a firm of Company Secretaries in practice, were appointed as secretarial auditors of the company for the financial year 2019-20 pursuant to Section 204 of the companies act, 2013. The Secretarial Audit report submitted by them in the prescribed form MR-3 is annexed to this report as Annexure -III and forms part of the same.

## **24.Cost Records**

The Provision of cost audit as per section 148 is not applicable on the company.

## **25.INTERNAL FINANCIAL CONTROLS**

The company has a well-placed, proper and adequate internal control system, which ensures that all assets are Safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

## **26.DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to provision contained in Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement the Directors of your Company confirm:

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- a) That in the preparation of the annual accounts, for the financial year ended March 31, 2020 the applicable accounting standards have been followed along with proper explanation relating to material departures.
  - b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the year under review.
  - c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
  - d) That they have prepared the annual accounts for the year under review on a going concern basis.
  - e) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **27. PARTICULARS OF EMPLOYEES**

None of the employees in the Company draw salary exceeding the prescribed ceiling, under the Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

### **28. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualifications, reservations or adverse remarks made by the either by the Auditors or by the Practicing Company Secretary in their respective reports.

### **29. EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure IV and is attached to this Report.

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**30. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY**

The Company has zero tolerance for sexual harassment at workplace. While maintaining the highest governance norms, the Company has also appointed external independent persons, who have requisite experience in handling such matters. During the year, the Company has not received any complaint of sexual harassment.

**31. ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation and acknowledgement with gratitude, the support and co-operation extended by the dealers, distributors and banks and look forward to their continued support. Your Directors also thank the employees at all levels, which through their dedication, co-operation, support and smart work have enabled the Company to achieve rapid growth.

**For and On behalf of the Board of Directors**

**Mechery Aboobacker Sidhique**  
**Chairman**  
**DIN:00789736**

**Suresh Kumar P P**  
**Managing Director**  
**DIN: 02210337**

Place: Kochi

Date:01.09.2020

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**Annexure to the Director's Report**

Information in respect of conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo, required under, section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

**A. Conservation of Energy**

The Company takes continuous initiatives to curtail consumption of energy on an ongoing basis.

**B. Technology absorption**

Technology mapping being done by benchmarking with competitor products, engineers' participation to various technical conferences & exhibitions. Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organization. During the year under review, your Company continued to work on technology upgradation and capability development

**C. Foreign Exchange Earning and outgo**

Total foreign exchange earnings and expenditure for the financial year under review is as under:

Expenditure : Rs. 24,75,12,269 /-

Forex Inflow (in US Dollars): 2,247

**For and On behalf of the Board of Directors**

**Mechery Aboobacker Sidhique**  
**Chairman**  
**DIN:00789736**

**Suresh Kumar P P**  
**Managing Director**  
**DIN: 02210337**

Place: Kochi  
Date:01.09.2020