

NOTICE TO THE MEMBERS

Notice is hereby given that 07th Annual General Meeting of **Kerala Vision Broad Band Limited** will be held on Friday 22nd September 2023 at 12:00 noon (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses

Ordinary Business:

1. Approval of financial statement and Board's Report

To receive, consider and adopt the Financial Statements of the Company for the year ended on 31st March 2023 including audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2023

To declare Final Dividend on Equity Shares at the rate of 9% (Nine per cent) [i.e. Rs. 90.00/- (Rupees Ninety Only) per Equity Share of Face Value of 1000/- (Rupees Thousand Only)] for the Financial Year ended March 31, 2023.

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

To appoint a director in place of Mr. Govindan (00790580) who retires by rotation being eligible, and offers himself for re-appointment.

Special Business:

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

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

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and other applicable provisions if any, of the Act, or any statutory modifications or re-enactment thereof, the approval of shareholders be and is hereby accorded for the re-appointment Mr. Suresh Kumar Parameswaran Palliprayil, (DIN: 02210337) , as the Managing Director of the Company for a period of 1 (One) year with effect from 1st October 2023 to 30th September 2024 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 ParameswranPalliprayil – Managing Director of the Company shall have substantial powers of management of the affairs of the Company, in accordance with the Articles of Association of the Company, the provisions of the Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such powers and duties that may be vested upon him by the Board, from time to time.”

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

5. Appointment of Mr.Harikumar (DIN: 01635281)as an Independent Director of the company

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

“RESOLVED THAT pursuant to the provisions of sections 149,152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and any statutory modification and re-enactment thereof for the time being in force and in accordance with the Articles of Association of the Company, Mr. Harikumar (DIN: 01635281) who was appointed as an Additional Director (in the capacity of a Non-executive Independent Director) of the company by the Board of Directors at its meeting held on 27/10/2022 pursuant to sec 161 of the Companies Act, 2013 and whose terms of office expires at this Annual General Meeting (AGM) and in respect of whom the company has received a Notice from himself under sec.160 of the Companies Act, 2013 proposing his candidature for the office of Independent director and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act, be and is hereby appointed as an Independent Non - Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 27/10/2022 whose period of office will not be liable to determination by retirement of directors by rotation.”

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

6. Ratification of remuneration to the Cost Auditor for FY 2023-24

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 2023-24 be paid a remuneration of Rs.1,50,000/- plus applicable taxes.”

7. Approval of Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party as and when required within the meaning of Section 2(76) of the Act, for (Purpose of Transaction), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.100 Crores (One Hundred Crore) that can be entered for the financial year 2023-24, 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.

By order of Board of Directors

Date: 29.08.2023

Place: Thrissur

Suresh Kumar Parameswaran Palliprayil

Managing director

DIN: 02210337

Notes:

1. In view of the continuing Covid-19 pandemic in the country, social distancing norms to be followed and continuing restriction on movement of persons at several places, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. Circular No. 02/2022 dated 05th May, 2022 read with Circular No. 20/2020 dated 5th May, 2020 read with Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular 02/2021 dated 13th January, 2021 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the

physical presence of the Members at a common venue and accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act") and MCA Circulars, Annual General Meeting of the members of the Company (AGM) will be held through VC/OAVM only (hereinafter referred to as "AGM").

2. Further, in compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.keralavisionisp.com, 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., 22.09.2023. Members seeking to inspect such documents can send an email to cs@keralavisionisp.com
5. Since this AGM is being held pursuant to the MCA Circulars referred to above through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email from its registered email address with a copy marked to evoting@cdsl.co.in
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA- Integrated Registry Management Services Private Ltd., No. 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003 (Tel no. (080) 23460815-818) in case the shares are held by them in physical form.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
9. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday 22nd September 2023 through email on cs@keralavisionisp.com
10. Members attending the AGM through "VC"/"OAVM" shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through "VC"/"OAVM", the Route Map is not annexed in this Notice.
12. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within the time limit specified under the Companies Act, 2013 to those members whose name appear on the Register of Members as of the close of business hours on Friday, 15th September, 2023. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank details, demand drafts /cheques will be sent to their registered addresses once the postal facility is available.
13. 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.
14. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:
Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.
15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the

Members w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.

16. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants/Demand Drafts will be sent to their registered addresses subject to normalization of the postal services.
17. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
18. Shareholders who have not provided the information regarding bank particulars, are requested to immediately notify the name of the bank and the branch, 9 digits MICR number, 11 digit IFS Code and the nature of account along with a copy of cancelled cheque to RTA, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
19. Pursuant to provisions of the Companies Act 1023, the Members holding shares in physical form are required to convert their shares into dematerialized form, failing which, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.

By order of Board of Directors

Suresh Kumar Parameswaran

Palliprayil

Managing director

DIN: 0221033

Date: 29.08.2023

Place: Thrissur

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

ITEM NO.:04

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

The present term of office of Mr. Suresh Kumar Parameswaran Palliprayil – Managing Director of the Company expires on 30th September 2023. The Board of Directors at their meeting held on August 09th 2023 has appointed him as the Managing Director for a further period of 1 year with effect from 1st October 2023 to 30th September 2024, subject to the approval of Members.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, he is proposed to be appointed as the Managing Director of the Company for a further term of 1 year subject to the provisions of section 196, 197 and Schedule V of the Companies Act, 2013.

Terms of appointment:

1. Term of office will be 1st October 2023 to 30th September 2024.
2. There will be no remuneration.

Information as required under Section (II) (B)(iv) of Part II of Schedule V:

I. General Information:

1. Nature of Industry:

The Company is engaged in the business of cable networking, communication cabling, building automation and signal networking, install communication and terminal equipment for providing services related to internets etc.

2. Date or expected date of commencement of commercial production:

The Company commenced its commercial production on 12th September 2016.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

4. Financial performance based on given indicators:

(Amount in ₹ Thousands)

Particulars	Year ended	Year ended
	31.03.2023	31.03.2022
Total Income	31,33,910	25,45,967

Total expenditure	30,14,078	23,93,679
Profit/(Loss) before interest, depreciation and tax	1,19,832	1,52,288
Finance cost	167	171
Depreciation	44,639	26,314
Profit/(Loss) before tax	1,18,329	1,51,822
Provision for taxation (Net of deferred tax)	23,321	32,668
Profit/(loss) after tax	95,008	1,19,154
Net comprehensive income for the year	95,008	1,19,154
Total comprehensive income for the year	95,008	1,19,154

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

II. Information about the appointee:

1. Background details:

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

2. Past remuneration:

Total Gross Remuneration drawn during 2022-23 : NIL

3. Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on Sunday 30 September 2023. 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	NIL
Commission on Net Profits	NIL
Perquisites and other components	NIL
1. Housing	NIL
2. Superannuation	NIL
3. Provident Fund	NIL
4. Medical reimbursement	NIL
5. Food Coupons Allowance	NIL

6. Production Incentive	NIL
7. Technical Literature Allowance	NIL
8. Conveyance	NIL
9. Other Allowances	NIL
10. Leave travel Allowances	NIL
11. Soft Furnishing	NIL
12. Personal Accident Insurance	NIL
13. Encashment of Leave	NIL
Note: In case of inadequacy of profits, remuneration in accordance with Schedule V will be paid.	

Notes:

1. pursuant Section 197 (1) of the Companies Act, 2013, Total Managerial remuneration payable to Public Company to its Directors in respect of any financial year shall not exceed 11% of the Net profits of the Company and the remuneration payable to any one Managing Director or whole time Director or manager shall not exceed 5% of the net profits of the Company.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Since the Company falls under unique segment of cable networking, the comparative remuneration profile with respect to Industry, size of the Company, profile of the position and persons are not available and hence not comparable. However, companies of similar size are paying their Managerial Personnel Rs. 1.5 lakhs to Rs. 3 lakhs per month.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Suresh Kumar ParameswaranPalliprayil as an individual member, he is holding 0.0024% 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 ParameswaranPalliprayil 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 ParameswaranPalliprayil is interested in this resolution.

ITEM NO.:05

Appointment of Mr. Harikumar (DIN: 01635281) as an Independent Director of the company

Mr. Harikumar (DIN: 01635281) was appointed as an Additional Director of the Company with effect from 27th October, 2022 by the Board of Directors under Section 161 of the Companies Act, 2013. Interm of Section 161(1) of the Companies Act, 2013, Mr. Harikumar holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as an Independent Director. A notice under Section 160(1) of the Companies Act, 2013 has been received from herself signifying her intention to propose herself for appointment as an Independent Director.

Mr. Harikumar is a businessman.

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

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

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

ITEM NO.:06

Ratification of Remuneration to Cost Auditors for FY 2023-24

Based on the recommendations of the Audit Committee, the Board of Directors of the Company have 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 2023 - 24 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 the resolution No: 5, 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.:07

Approval of related party transactions

To ensure the business operations of the company are done smoothly, your Company proposes to enter into various transaction(s) with related parties of your Company. The total value of the proposed transaction(s) could reach for Rs.100 Crore during financial year 2023-24. 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 2023-24 upto an aggregate amount of Rs.100 crore.

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

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

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

The following are the information regarding the managing director who is re-appointing hereby:

Name of Director	Mr. Govindan
Age	66 Years
Qualification	Diploma in Automobile Engineering
Experience in functional area	More than 30 years of experience in cable TV industry
Directorship in other Companies as on 31.03.2023	1. Wayanad Vision Communicators Private Limited
Terms & Conditions of appointment	As per Resolution No. 3
Remuneration	Rs.60,000/- per month
Date of first appointment	03.04.2017

Shareholding	0.0009%
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 11 Attended during the year - 11
Membership / Chairmanship of Committees	Nomination and Remuneration Committee

The following are the information regarding the managing director who is re-appointing hereby:

Name of Director	Mr. Suresh Kumar Parameswaran Palliprayil
Age	47 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 Communicators Cable Limited 2. KV-TEL Media Private Limited
Terms & Conditions of appointment	As per Resolution No. 4
Remuneration	Nil
Date of first appointment	30.10.2020
Shareholding	0.0024 %
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 11 Attended during the year - 11
Membership / Chairmanship of Committees	CSR Committee

The following are the information regarding the director named Harikumar whose appointment is regularising hereby :

Name of Director	Mr. Harikumar
Age	58 Years
Qualification	PG Diploma in Journalism
Experience in functional area	More than 25 years of experience in multimedia industry
Directorship in other Companies as on 31.03.2023	<ol style="list-style-type: none"> 1. Life Plus Media Limited 2. Myfin Global Finance Media Private Limited 3. Kerala Vision Channel Broadcasting Limited
Terms & Conditions of appointment	As per Resolution No. 5
Remuneration	NIL
Date of first appointment	27.10.2022
Shareholding	0
Relationship with other directors	Nil
No. of Board Meeting attended	Held during the year - 11 Attended during the year - 1
Membership / Chairmanship of Committees	CSR Committee, Nomination and Remuneration Committee and Audit Committee

By order of Board of Directors

Date: 29.08.2023

Place: Thrissur

Suresh Kumar Parameswran

Palliprayil

Managing director

DIN: 02210337

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 19th September, 2023 at 9.00 a.m. (IST) and ends on Thursday 21st September, 2023 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 15th September, 2023) 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.

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.**

- (iii) 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 & New System Myeasi 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 & New System Myeasi 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.nsd.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

	<p>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> <p>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</p> <p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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-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.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) 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)	<p>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.</p> <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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company Name i.e Kerala Vision Broad Band Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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@keralavisionisp.com, 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 atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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@keralavisionisp.com). 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 Company/RTA email id. giri@integratedindia.in or cs@keralavisionisp.com
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.