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**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Annual General Meeting of M/s.Kerala Vision Broad Band Limited**  
2 / 72 A, 1st Floor, Uzhaloor Temple Road,  
South Thoravuvu, Pudukad, Thrissur - 680301, Kerala

THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KERALA VISION BROAD BAND LIMITED HELD ON FRIDAY, 22<sup>ND</sup> SEPTEMBER, 2023 AT 12 NOON (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM")

Dear Sir,

I, Gigi Joseph K J, Partner of M/s. Joseph & Chacko LLP, Company Secretaries, Bangalore have been appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 7<sup>th</sup> Annual General Meeting of **M/s.KERALA VISION BROAD BAND LIMITED** held on **Friday, September 22, 2023** at 12.00 Noon (IST) through videoconference (VC)/other audio-visual means (OAVM).

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Business - Ordinary Resolution	Approval of financial statement and Board's Report for the financial year ended 31.03.2023
2.	Ordinary Business - Ordinary Resolution	Declaration of Final Dividend at the rate of 9% on Equity Shares for the Financial Year ended March 31, 2023
3.	Ordinary Business - Ordinary Resolution	Re-appointment of Mr. Govindan (DIN: 00790580) as a Director, who retires by rotation
4.	Special Business - Ordinary Resolution	Re-Appointment of Managing Director, Mr. Suresh Kumar Parameswaran Palliprayil (DIN: 02210337)

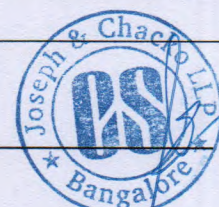
**Joseph & Chacko LLP**

(LLPIN -AAF-8117)

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5.	Special Business - Ordinary Resolution	Appointment of Mr. Harikumar (DIN: 01635281 ) as an Independent Director of the company
6.	Special Business - Ordinary Resolution	Ratification of remuneration to the Cost Auditor for FY 2023-24
7.	Special Business - Ordinary Resolution	Approval of related party transactions

**We submit the report as under:**

- 1) The Company held the 7<sup>th</sup>AGM on Friday, 22<sup>nd</sup>September 2023 at 12 noon IST through video conferencing in accordance with the provisions of Companies Act, 2013 (the Act) read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/ 2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively "General Circulars") respectively issued by the Ministry of Corporate Affairs (MCA).
- 2) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 7<sup>th</sup>Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the above mentioned resolutions.
- 3) The Company had provided e-voting facility for its members through CDSL to exercise their right to vote in respect of business to be conducted at the 7<sup>th</sup>AGM held on Friday, September 22, 2023. The remote e-voting module was kept open during September 19, 2023, 9.00 a.m till September 21, 2023, 5.00 p.m. I was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority.
- 4) The Chairman of AGM allowed poll by e-voting only for all those members who were present at the annual general meeting and those who have not cast their votes during September 19, 2023, 9.00 A.M till September 21, 2023, 5.00 p.m.



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- 5) The facility for voting through electronic voting system will also be made available at the date of 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.
- 6) At the end of the e-voting period on 22<sup>nd</sup> September 2023 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
- 7) The Integrated Registry Management Services Private Limited, RTA, provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- 8) At the AGM held through VC / OAVM, on Friday, 22<sup>nd</sup> September, 2023, after considering all the items of business, the facility to vote electronically through electronic voting was provided to facilitate those Members who were attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes.
- 9) On 22<sup>nd</sup> September 2023, after tabulating the votes cast electronically by the system provider, the votes cast through Remote E-Voting facility were duly unblocked by me as a Scrutinizer. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- 10) Thereafter, I as Scrutinizer duly compiled the details of the Remote E-Voting carried out by the members and the electronic voting done at the AGM.
- 11) There is no invalid poll. The result of the Poll is attached as ANNEXURE.
- 12) A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 13) All the Resolutions mentioned in the AGM Notice dated 29<sup>th</sup> August, 2023 stands passed under Remote E-voting and voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.



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14) I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to Remote E-voting and electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,  
Yours faithfully,

For Joseph & Chacko LLP,  
Company Secretaries

Gigi Joseph KJ  
Partner

CP No. 5576

UDIN: F006483E001078972



Place: Bengaluru

Date: 25-09-2023

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**Annexure to Form MGT-13: Report of the Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The 7<sup>th</sup> Annual General Meeting of M/s. Kerala Vision Broad Band Limited held on Friday, September 22, 2023 at 12 noon through video conference (VC)/other audio-visual means (OAVM).

**ORDINARY BUSINESS:**

**Resolution -01: Adoption of Financial Statements, Boards' report and Auditor's report for the Financial Year ended March 31, 2023**

**Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :		
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total valid votes cast	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total valid votes cast	Total Number of Members (in Person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
Remote E-voting at the AGM	0	0	0	0	0	0	0	0	0
Remote E-voting before AGM	45	46000	100	0	0	0	0	0	0
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Resolution-02: To declare Final Dividend on Equity Shares at the rate of 09% (Nine per cent) [i.e. 90.00/- (Rupees Ninety Only) per Equity Share of Face Value of 1000/- (Rupees Thousand Only)] for the Financial Year ended March 31, 2023**

**Ordinary Resolution:**

(i) Voted in favour of the resolution:		(ii) Voted against the resolution:			(iii) Invalid votes :	
Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of votes cast by them
0	0	0	0	0	0	0
45	46000	100	0	0	0	0
<b>TOTAL</b>	<b>45</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Resolution -03: To appoint a Director in place of Mr. Govindan (DIN: 00790580) who retires by rotation and being offers himself for re- appointment  
Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :		
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting at the AGM	0	0	0	0	0	0	0	0	
Remote E-voting before AGM	45	46000	100	0	0	0	0	0	
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	



Joseph & Chacko LLP,  
Company Secretaries

**SPECIAL BUSINESS:**

**Resolution -04: To approve Re-Appointment of Managing Director, Mr. Suresh Kumar ParameswaranPalliprayil**

**Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :		
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting at the AGM	0	0	0	0	0	0	0	0	
Remote E-voting before AGM	45	46000	100	0	0	0	0	0	
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	





**Resolution -05: To approve Appointment of Mr. Harikumar (DIN: 01635281) as an Independent Director of the company Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :	
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting at the AGM	0	0	0	0	0	0	0	0
Remote E-voting before AGM	45	46000	100	0	0	0	0	0
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Resolution -06: To approve Ratification of remuneration to the Cost Auditor for FY 2023-24  
Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :	
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting at the AGM	0	0	0	0	0	0	0	0
Remote E-voting before AGM	45	46000	100	0	0	0	0	0
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



Joseph & Chacko LLP,  
Company Secretaries

**Resolution -07:** To approve the related party transaction as and when required on such terms and conditions as the Board of Directors may deem fit, 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.

**Ordinary Resolution:**

	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes :		
	Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting at the AGM	0	0	0	0	0	0	0	0	
Remote E-voting before AGM	45	46000	100	0	0	0	0	0	
<b>TOTAL</b>	<b>45</b>	<b>46000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

For Joseph & Chacko LLP,  
Company Secretaries

Gigi Joseph K J  
Partner  
CP No. 5576  
UDIN: F006483E001078972

Place: Bengaluru  
Date: 25-09-2023

Joseph & Chacko LLP,  
Company Secretaries

