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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 Thoravu, Pudukad, Thrissur - 680301, Kerala

THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KERALA VISION BROAD BAND LIMITED HELD ON FRIDAY, 27TH SEPTEMBER, 2024 AT 11 30 AM (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 8th Annual General Meeting of **M/s. Kerala Vision Broad Band Limited** held on **Friday, September 27, 2024** at 11:30 AM through video conference (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
2.	Ordinary Business - Ordinary Resolution	Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024.
3.	Ordinary Business - Ordinary Resolution	To appoint a director in place of the director who retires by rotation
4.	Special Business - Ordinary Resolution	Re-Appointment of Managing Director, Mr. Suresh Kumar Palliprayil Parameswaran
5.	Special Business - Ordinary Resolution	Approval for increasing remuneration of Mr. Govindan (DIN :00790580), the executive director of the Company with effect from 1st April 2024

Joseph & Chacko LLP

(LLPIN -AAF-8117)

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6.	Special Business - Ordinary Resolution	Ratification of remuneration to the Cost Auditor for FY 2024-25.
7.	Special Business - Ordinary Resolution	Approval of Related Party Transactions

We submit the report as under:

- 1) The Company held the 8th AGM on Friday, 27th September 2024 at 11 30 AM 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 and General Circular No. 09/2023 dated September 25, 2023, (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 8th 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 8th AGM held on Friday, September 27, 2024. The remote e-voting module was kept open during 24.09.2024 (September 24, 2024), 9.00 a.m till 26.09.2024 (September 26, 2024), 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 24, 2024, 9.00 A.M till September 26, 2024, 5.00 p.m.
- 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.

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- 6) At the end of the e-voting period on 26th September 2024 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, 27th September, 2024, 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 27th September 2024, 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 08th August, 2024 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 K J
Partner
CP No. 5576
UDIN: F006483F001377820**

**Place: Bengaluru
Date: 30-09-2024**

Joseph & Chacko LLP

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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 8th Annual General Meeting of M/s. Kerala Vision Broad Band Limited held on Friday, September 27, 2024 at 11:30 AM through video conference (VC)/other audio-visual means (OAVM).

ORDINARY BUSINESS:								
Resolution –01: Approval of financial statement and Board`s Report.								
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 & 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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

Resolution-02: Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024.**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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

Resolution –03: To appoint a director in place of the director who retires by rotation								
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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

SPECIAL BUSINESS :**Resolution –04: Re-Appointment of Managing Director, Mr. Suresh Kumar Parameswran Palliprayil (DIN: 02210337).****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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

Resolution –05: Approval for increasing remuneration of Mr. Govindan (DIN :00790580), the executive director of the Company with effect from 1st April 2024.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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

Resolution –06: Ratification of remuneration to the Cost Auditor for FY 2024-25.**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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

Resolution –07: Approval of related party transactions.**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	3	350	0.93	0	0	0	0	0
Remote E-voting before AGM	52	37465	99.07	0	0	0	0	0
TOTAL	55	37815	100	0	0	0	0	0

For Joseph & Chacko LLP,
Company Secretaries

Gigi Joseph K J
Partner
CP No. 5576
UDIN: F006483F001377820

Place: Bengaluru
Date: 30-09-2024
Joseph & Chacko LLP,
Company Secretaries