SAJEE & ASSOCIATES
COMPANY SECRETARIES
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8|SAA|REP|2021

SECRETARIAL AUDIT REPORT

for the financial year ended on 31st March, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

UDIN: F008705C000891851

To
The Members
Malayalam Communications Limited
Thiruvananthapuram -695034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Malayalam Communications Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Malayalam Communications Limited for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
   Since the company is not listed, provisions of SEBI Act are not applicable to this company.
6. The company has identified the following laws as specifically applicable to the company
   i. Up linking / downlinking policy / guidelines issued by Ministry of Information and Broadcasting;
   ii. The Cable Television Network (Regulations) Act, 1995 and rules framed thereunder;

iii. Intellectual Property Rights related laws;
iv. Standards of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India; and
v The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012
vi. Consumer Protection Act, 2019

We have also examined compliance with the applicable clauses of the following:

i Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, as per the representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

We further report that

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Term of the independent Directors ended on 21st September, 2020 and consequently the Board appointed two independent Directors (same old independent Directors) in the intermittent vacancy on 12th November, 2021 Company, which is well within the time period. But the company has not filed their cessation separately.
ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.
iii Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
iv There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review

1. Company has dematerialized its shares. Promoters' shares are not yet fully converted into demat form.

UDIN: F008705C000891851

Thiruvananthapuram
03.09.2021

P Sajee Nair, FCS
FCS No. 8705
C P No.:12772

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

The Members
Malayalam Communications Limited
12/1681(6), Kairali Towers,
Aasan Square, Palayam,
University PO
Thiruvananthapuram
Kerala-695034

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

UDIN: F008705C000891851
Thiruvananthapuram
03.09.2021

P Sajee Nair, FCS
Company Secretary
Membership No. F8705
C P No. 12772