

## Harikrishnan R

Company Secretary

C.P. No: 3132

"VASUDEV", T.C. 2/296, PILLAVEEDU NAGAR, KESAVADASAPURAM, PATTOM P O, TRIVANDRUM-695004, KERALA  
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### FORM NO MGT -13

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 2014 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

NAME OF THE COMPANY	Malayalam Communications Limited
MEETING	23 <sup>rd</sup> Annual General Meeting
DATE & TIME	23 <sup>rd</sup> September, 2023 at 11.00 A.M. by Video Conferencing (VC)
VENUE	Annual General Meeting held through Video Conferencing

Dear Sir,

I, **Harikrishnan R**, Practicing Company Secretary, Vallolil, T.C-12/440, Plamoodu, Pattom, Trivandrum-695004, Kerala, was appointed as Scrutinizer by the Board of Directors of **Malayalam Communications Limited** ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and in respect of the below mentioned Resolutions proposed at the Annual General Meeting of the Equity Shareholders of the Company held on 23<sup>rd</sup> September 2023 at 11.00 A.M by Video Conferencing (VC) hereby submit my report as under:

#### **2. Dispatch of Notice convening the Meeting**

The Notice dated 25<sup>th</sup> August 2023 along with statement stating out material facts under Section 102 of the Act were sent to the shareholders on 30<sup>th</sup> August 2023 in respect of the below mentioned resolutions proposed at the said Annual General Meeting of the Company.



### 3. Cut-off Date

The Remote E-Voting period began on 20<sup>th</sup> September, 2023 at 10.00 A.M. and ended on 22<sup>nd</sup> September 2023 at 05.00 P.M. During this period the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2023, might cast their vote electronically. The Remote E-Voting module has been disabled by CDSL for voting thereafter.

### 4. Remote e-voting:

#### (i) Agency

The Company has engaged the services of Central Depository Services (India) Limited(CDSL) as authorized agency to provide Remote E-Voting Facility.

#### (ii) Remote e-voting:

The Remote E-Voting Platform was open at 10.00 A.M. on Wednesday, 20<sup>th</sup> September, 2023 and was closed at 05.00 P.M on Friday, 22<sup>th</sup> September, 2023 and shareholders were required to cast their remote votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by Central Depository Services (India) Limited(CDSL)

- (iii) The vote cast during the remote e-voting were **unblocked** on 24<sup>th</sup> September, 2023 after conclusion of the AGM and was witnessed by two witnesses, Ms.Obha A and Ms.Anjana S who were not in the employment of the Company. They have signed below in confirmation of the same.



1. Obha A



2. Anjana S

- (iv) One shareholder have cast Venue E-Voting in this Annual General Meeting
- (v) Thereafter, the details containing, inter alia, the list of equity shareholders, who voted "infavour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>). Based on the report generated by Central Depository Services (India) Limited (CDSL) and which were relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
- (vi) The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting through Poll at the Meeting on the Resolutions contained in the Notice of the Annual General Meeting. My responsibility as Scrutinizer for the remote e-voting and voting through Poll at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.



The result of remote E-voting are as under:

**VOTING RESULTS**

Date of the AGM	23rd September 2023
Total number of shareholders on record date	19166
No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group:  Public:	  NIL  NIL  ( The Annual General Meeting has been held through Video Conferencing)
No of shareholders attended the meeting through Video conferencing  Promoter :  Public :  <b>Total</b>	  3  47  <b>50</b>
No. of shareholders voted the meeting through Remote e-voting  Promoters and Promoter Group:  Public:  <b>Total</b>	  3  50  <b>53</b>
No of Shareholders voted at the meeting through Venue Voting  Promoters and Promoter Group:  Public:	  NIL  1



**Resolution No. 1**

Ordinary Resolution: To receive and adopt the Directors' Report, Auditor's Report and Audited Statement of Accounts along with the notes on accounts for the year ended 31<sup>st</sup> March 2023.

Resolution required :				ORDINARY RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares  (3)=[(2)/ (1)]*100	No. of Votes-in favour  (4)	No. of Votes-against  (5)	% of Votes in favour on votes polled  (6)=[(4)/ (2)]*100	% of Votes in against on votes polled  (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	2221	579	26.07	579	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>2221</b>	<b>579</b>	<b>26.07</b>	<b>579</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	69046	21175	30.67	21175	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>69046</b>	<b>21175</b>	<b>30.67</b>	<b>21175</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>71267</b>	<b>21754</b>	<b>30.52</b>	<b>21754</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 2**

Ordinary Resolution: To appoint Director in place of Shri. C K Karunakaran who retires by rotation and is eligible for reappointment.

Resolution required :				ORDINARY RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				Not interested, except the Director Mr. T R Ajayan				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2221	579	26.07	579	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		579	26.07	579	0	100	0
		2221	579	26.07	579	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
		0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	69046	21175	30.67	21175	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21175	30.67	21175	0	100	0
		69046	21175	30.67	21175	0	100	0
Total		71267	21754	30.52	21754	0	100	0



**Resolution No. 3**

Ordinary Resolution: To appoint Director in place of Shri. A Vijayaraghavan who retires by rotation and is eligible for re appointment.

Resolution required :				ORDINARY RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				Not interested, except the Director Mr. Vakkayil Kuttammatharakkal Mohammed Ashraf				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes in against on votes polled $(7)=[(5)/(2)]*100$
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	2221	579	26.07	579	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		579	26.07	579	0	100	0
		2221						
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
		0						
Public-Non Institutions	E-Voting	69046	21175	30.67	21175	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		21175	30.67	21175	0	100	0
		69046						
Total		71267	21754	30.52	21754	0	100	0





**Resolution No. 4**

Special Resolution: Issue of 10 year unsecured zero coupon Compulsorily Convertible Debentures (CCDs)

Resolution required :				SPECIAL RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes in against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2221	579	26.07	579	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2221	579	26.07	579	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	69046	21175	30.67	21175	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	69046	21175	30.67	21175	0	100	0
<b>Total</b>		<b>71267</b>	<b>21754</b>	<b>30.52</b>	<b>21754</b>	<b>0</b>	<b>100</b>	<b>0</b>



### RESULT SUMMARY

Sl.No	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGANIST (%)
1.	To receive and adopt the Director's Report, Auditor's Report and Audited Statement of Accounts along with the notes on accounts for the year ended 31st March 2023.	Ordinary Resolution	100	0
2.	To appoint Director in place of Shri. C K Karunakaran who retires by rotation and is eligible for reappointment.	Ordinary Resolution	100	0
3.	To appoint Director in place of Shri. A Vijayaraghavan who retires by rotation and is eligible for reappointment.	Ordinary Resolution	100	0
5	Issue of 10 year Unsecured Zero Coupon Compulsorily Convertible Debentures (CCDs).	Special Resolution	100	0

The Reports of the remote e-voting and all other relevant records of voting were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,



**Harikrishnan R**  
Practicing Company Secretary

**Sukumaran Nair Parameswaran Pillai**  
Company Secretary

Place: Trivandrum

Date: 01.10.2023

UDIN: F004915E001150741

