



S3/697/2025

NOTICE is hereby given that the 61st Annual General Meeting (AGM) of the members of the Company will be held on **MONDAY, 29TH SEPTEMBER 2025** at **11.30 A.M.** through Video Conferencing/ Other Audio-Visual Means (VC) to consider the following business.

Ordinary Business:

01. TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to Section 139, 141, 142 of the Companies Act 2013 and applicable provisions if any read with The Companies (Audit and Auditors) Rules, 2014 and other applicable rules and regulations with statutory modifications as may be made from time to time, the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors as appointed by the Comptroller and Auditor General of India (C & AG) to audit the financial statements of the Company for the financial year 2025-2026."



Special Business:

02. TO ADJOURN THE 61ST ANNUAL GENERAL MEETING

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

"RESOLVED THAT the 61st Annual general Meeting of the members of the Company be and is hereby adjourned to a future date as may be decided by the Board of directors of the Company to consider the annual accounts for the financial year ended 31.03.2025 as audited and reported by the Statutory Auditors with Directors Report to the shareholders thereon."

03.RATIFICATION OF REMUNERATION TO COST AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,00,000/- (Rupees One Lakh only) plus applicable taxes, as payable to M/s. CMA K. Balakrishnan, BBS & Associates, Practicing Cost Accountants, Ernakulam, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified and confirmed.

By the order of the Board,
**FOR KERALA ELECTRICAL & ALLIED
ENGINEERING COMPANY LIMITED**

**Ernakulam
01.09.2025**




COL SHAJI M VARGHESE (RETD)
DIN: 07706723
Managing Director

NOTES:

1. Ministry of Corporate Affairs(MCA) , In continuation of this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, and General Circular No. 09/2023 dated 25.09.2023, it has been decided, after due examination, to allow companies whose AGMs are due in the year 2024 or 2025 to conduct their AGMs through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on or before 30th September, 2025, in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated 05.05.2020 and all other relevant circulars issued from time to time. Accordingly, physical attendance of members at the AGM venue is not required, and the meeting may be held through VC or OAVM. Hence, members can attend and participate in the AGM through VC/OAVM
2. AGM is being held through VC and hence 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.
3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the explanatory statement is being sent through electronic mode to those Members whose email addresses are registered with the Company.
For receiving the copy of Notice through email, members may send their email ids to cs@kel.co.in
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed with this Notice.



6. Instructions for members for attending the AGM through VC are as under:
- a. Members will be able to attend the AGM through VC (Google Meet). The link for joining the meeting - <https://meet.google.com/pev-pnpq-kbp> .
 - b. Facility of joining the AGM through VC shall open 15 minutes before the time scheduled for the AGM
 - c. Members are requested to confirm whether they will be attending the meeting through electronic mode (through Video Conferencing) and the confirmation of the same may be conveyed through e-mail at cs@kel.co.in on or before 26.09.25.
 - d. For any assistance for participating in AGM, members can contact CS Anaswara K R at cs@kel.co.in / 0484-2310848.
7. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circular No. 14/2020 dated April 08, 2020 MCA Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 and circular No 09/2023 dt .25.09.2023
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company.

By the order of the Board,
**FOR KERALA ELECTRICAL & ALLIED
ENGINEERING COMPANY LIMITED**



COL SHAJI M VARGHESE (RETD)

DIN: 07706723

Managing Director

**Ernakulam
01.09.2025**



EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No: 02

The Audit of accounts of the company for the financial year ended 31st March, 2025 is in progress and it may take another 2 months to complete the same. Your Directors therefore recommend that the meeting may be adjourned to a future date to consider the audited accounts and notes thereon along with the report of the Directors. Hence the resolution is proposed.

None of the Director or their relatives is directly or indirectly concerned or interested in this resolution.

Item No: 03

The board of directors, on the basis of recommendations made by the audit committee held on held on 11th August 2025, approved the appointment M/s. CMA K. Balakrishnan, BBS & Associates, Practicing Cost Accountants, Ernakulam, as the cost auditor of the company for the financial year 2025-26 for a cost audit fee of Rs.1,00,000/- per year plus applicable rates of tax, (Rupees One Lakh only) in its 284th board meeting.

In accordance with the provisions of section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the audit committee shall be considered and approved by the board of directors and ratified subsequently by the shareholders.



Hence, the board hereby recommends the members to ratify the approval of remuneration to cost auditor.

None of the Director or their relatives is directly or indirectly concerned or interested in this resolution.

By the order of the Board,

**FOR KERALA ELECTRICAL & ALLIED
ENGINEERING COMPANY LIMITED**



COL SHAJI M VARGHESE (RETD)

DIN: 07706723

Managing Director

**Ernakulam
01.09.2025**

