Phones : 2310012/13/14, 2323844, 2310848
E-mail : info@kel.co.in
Website : www.kel.co.in

Corporate Office : **Mamala P.O., Thiruvankulam (Via), Kochi - 682 305**

CIN - U 31200KL1964SGC002062

S3/ 624 /2026

NOTICE IS HEREBY given that the 62nd Annual General Meeting (AGM) of KERALA ELECTRICAL & ALLIED ENGINEERING COMPANY LIMITED will be held on **TUESDAY, 29TH SEPTEMBER 2026** at **11.30 A.M.** through Video Conferencing/ Other Audio-Visual Means (VC) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors, the Auditor's Report and comments of Secretary (Finance), Government of Kerala and the Comptroller and the Auditor General of India and Company's replies.

2. To fix the remuneration of Statutory Auditors of the Company for the financial year 2026-27 for the audit of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the Financial Year 2026-27."

SPECIAL BUSINESS

3. Ratification of Remuneration Of Cost Auditor

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor appointed by the

Works at : Mamala (Kochi) 0484 - 2787707 /2787981 / 2946120 mamala@kel.co.in
Kundara (Kollam) 0474 - 2522346 / 2522458 kundara@kel.co.in
Olavakode (Palakkad) 0483 - 2750421 olavakode@kel.co.in
Edarikode (Malappuram) 0483 - 2750421 edarikode@kel.co.in

Board of Directors of the Company for the financial year 2026-27, be and is hereby ratified by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps and do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.""

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

Ernakulam
03.09.2026

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

Regarding Adoption of Audited Financial Statements, Board's Report, Auditor's Report, etc:

As per Sections 395 and 143 (6) of the Companies Act, 2013, comments of C&AG and Secretary (Finance), Government of Kerala, Government of Kerala shall be sent by the Company to every person entitled to copies of Audited Financial Statements and also placed before the General Meeting. The Auditor's Report and Board's Report are to be placed at the Board Meeting of the Company along with the comments and company's replies to the comments. The same have to be placed before the General Meeting for adoption. Since the Annual Accounts for the Financial Year 2025-26 are under preparation, the meeting may be adjourned for item No. 1.

NOTES:

1. The Ministry of Corporate Affairs (MCA), in continuation of its 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, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, has, after due examination, decided to allow companies to conduct their Annual General Meetings

(AGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), till further orders, in accordance with the requirements prescribed under Paragraphs 3 and 4 of General Circular No. 20/2020 dated 05.05.2020. Accordingly, physical attendance of members at the AGM venue is not required, and members may attend and participate in the AGM through VC/OAVM, subject to the requirements and procedures prescribed under the aforesaid MCA Circulars, including General Circular No. 03/2025 dated 22.09.2025.

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. The Notice has also been hosted on the website of the Company.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed with this Notice.

5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members.

7. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

8. Instructions for members for attending the AGM through VC are as under:
   a. Members will be able to attend and participate in the AGM through Video Conferencing (VC) using Google Meet. The link for joining the meeting will be sent to the members separately.
   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 25.09.26.
   d. For any assistance for participating in AGM, members can contact CS Anaswara K R at cs@kel.co.in / 0484-2310848.

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

Ernakulam
03.09.2026

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

EXPLANATORY STATEMENT

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

Item No: 01

The audit of the accounts of the Company for the financial year ended 31st March, 2026 is in progress and is likely to take some more time to be completed. In view of the same, the Directors are of the opinion that it would be appropriate to adjourn the meeting to a future date to enable the Company to place before the Members the audited financial statements, together with the Notes forming part thereof and the Reports of the Board of Directors and the Auditors.

Accordingly, the proposed resolution for adjournment of the meeting is recommended for approval by the Members.

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

Item No: 03

The Company is required to maintain cost records and have its cost records audited in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Section 148(3) of the Companies Act, 2013, the Board of Directors is required to appoint a Cost Auditor and fix the remuneration of the Cost Auditor, subject to ratification by the Members of the Company.

The Board of Directors will appoint the Cost Auditor for conducting the cost audit of the Company for the financial year 2026–27 and determine the remuneration payable to the Cost Auditor in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Accordingly, the remuneration payable to the Cost Auditor is being placed before the Members for ratification.

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

Ernakulam
03.09.2026

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