

S3/12²/2026**NOTICE OF THE 61st ADJOURNED ANNUAL GENERAL MEETING**

Members may recall that the 61st Annual General Meeting (AGM) of the members of the Company, held on **Monday, 29th September 2025, at 11:30 a.m.**, through Video Conferencing (VC), was adjourned for consideration of the Annual Accounts, the Board's Report, the Auditor's Report, the comments of the Secretary (Finance), Government of Kerala, and the Comptroller and Auditor General of India (C&AG) on the accounts for the financial year ended **31st March 2025**, along with the Company's replies thereto.

NOTICE IS HEREBY GIVEN that the 61st Adjourned Annual General Meeting (AGM) of **KERALA ELECTRICAL & ALLIED ENGINEERING COMPANY LIMITED** will be held on **Monday, 19th October 2026, at 11:30 a.m.**, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS**Item No. 1: Adoption of Annual Report and Audit Reports for the Financial Year 2024-25**

To consider and adopt the audited Annual Financial Statements of the Company for the financial year 2024-25, the Report of the Board of Directors and the Auditor's Report thereon, the comments of the Secretary (Finance - Resources), Government of Kerala, along with the Company's replies thereto, and the comments certificate issued by the Comptroller and Auditor General of India (C&AG) under Section 143(6)(b) of the Companies Act, 2013, on the audited Annual Financial Statements of the Company for the financial year 2024-25, and to pass the following resolution as an **Ordinary Resolution**, with or without modification:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and the rules made thereunder, as applicable, the audited financial statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon, the comments of the Comptroller and Auditor General of India (C&AG), and the comments of the Secretary (Finance - Resources), Government of Kerala, along with the Company's replies thereto, as laid before the meeting, be and are hereby considered and adopted.





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



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

**Ernakulam
24th September 2026**


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

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 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. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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.
6. 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.
7. 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 14.10.26.
 - d. For any assistance for participating in AGM, members can contact CS Anaswara K R at cs@kel.co.in.

Ernakulam
24.09.2026



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


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