



Creating Infrastructure
A PPP INITIATIVE OF GOVERNMENT OF KERALA
An ISO 9001:2015 Certified Organization
CIN: U45209KL2007PLC020471

NOTICE OF POSTAL BALLOT

To

The Members,

NOTICE is hereby given pursuant to provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') from time to time on the subject, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Ordinary Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of **Postal Ballot** by voting through electronic means('remote e-voting') only.

SPECIAL BUSINESS

APPOINTMENT OF M/S ELIAS GEORGE & CO, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S SRIDHAR AND CO, CHARTERED ACCOUNTANTS.

To consider and, if thought fit, **to give assent / dissent** to the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, M/s Elias George & Co, Chartered Accountants, Firm Registration No. 000801S, be and are hereby appointed as Statutory Auditors of the Company for the current Financial Year 2023-24, to fill the casual vacancy caused by the resignation of M/s Sridhar and Co, Chartered Accountants, (Firm Registration No. 003978S), the existing Statutory Auditors, with effect from 20th September 2023 to hold office till the conclusion of 17th Annual General Meeting to be held in the calendar year 2024, at a remuneration of ₹7 Lakhs plus applicable taxes as Statutory Audit Fee and reimbursement of out of pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For INKEI Limited

Baiju T.
Company Secretary

Place: Ernakulam
Date: 22-09-2023

Notes

1. The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, (Act) Secretarial Standard - 2 on General Meetings, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the notice of the postal ballot for the consideration of the Members.
2. In compliance with the provisions of the Act read with Rules made thereunder and the MCA Circulars, the Notice of Postal Ballot along with instructions regarding E-Voting is being sent to for all the Members, either through email to members who have registered their email address with the Company or depository / depository participants and through permitted mode to other shareholders, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, 22nd September 2023**, being the Cut- off date.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.inkel.in, and on the website of Central Depository Services (India) Limited e-voting's website link <https://www.evotingindia.com>.
4. Members, whose names appear in the Register of Members on **Friday, 22nd September 2023** being the cut-off date are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only.
5. Relevant documents referred to in the accompanying notice and the explanatory statement are available for inspection. Members are requested to write to the company at deptcs@inkel.in for inspection of said documents.
6. In view of the MCA Circulars physical copies of the postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
7. In compliance with Section 108 & 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically. Shareholders are requested to read the instructions to cast their votes electronically.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at deptcs@inkel.in along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address to enable servicing of notices / documents / Annual Reports electronically to their email address. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to deptcs@inkel.in. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company.
9. The voting rights of Members shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on **Friday, 22nd September 2023** being the cut-off date fixed for the purpose.
10. **The voting period will commence on Thursday, 28th September 2023 from 9:00 AM (IST) and ends on Friday, 27th October 2023 at 5:00 PM (IST). The e-voting module shall be disabled by CDSL for voting thereafter.**
11. The Board of Directors of the Company has appointed CS Nikhil George Pinto, Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi as **Scrutinizer** for conducting the Postal Ballot through e-voting process in fair and transparent manner.
12. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny and the results of the e-voting by Postal Ballot.