

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.

13. The results of the Postal Ballot will be announced by the Chairman or Managing Director or in his absence, any other person authorised by him, on or before Tuesday 31st October 2023 at 5.30 p.m.(IST) at the Registered Office of the Company at 1st Floor, Ajiyal Complex, Kakkanad, Cochin – 682030. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website at www.inkel.in & CDSL e-voting website <https://www.evotingindia.com>.
14. The **Resolutions will be taken as passed effectively on the last date of e-voting, i.e. Friday, 27th October 2023** on announcement of the result in the manner set out above, if the results of the respective resolutions set out Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.
15. The details of the process and manner for remote e-voting are explained herein below

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING are as follows:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The voting period begins on **Thursday, 28th September 2023 from 9:00 AM (IST) and ends on Friday, 27th October 2023 at 5:00 PM (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Friday, 22nd September 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) **Step 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**
- (1) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (2) Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL /CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

- (3) **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- (4) **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

3) **Step 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.**

- (1) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (2) After entering these details appropriately, click on "SUBMIT" tab.
- (3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (5) Click on the EVSN for **INKEL Limited** on which you choose to vote.
- (6) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (7) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (8) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (9) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (10) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (11) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (12) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (13) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) Alternatively, Non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; deptcs@inkel.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

4) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- (a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 - (b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 - (c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (2) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- (3) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

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.

As the members are aware, at the Extraordinary General Meeting (EGM) held on 12th March 2020, M/s Sridhar and Co, Chartered Accountants, (Firm Registration No. 003978S), were appointed as Statutory Auditors of the Company for a period of five years (i.e. from FY 2019-20 to FY 2023-24) from the conclusion of 12th AGM until the conclusion of 17th AGM.

During the Audit Committee Meeting held on 19.06.2023, M/s. Sridhar & Co. Chartered Accountants, (Firm Registration No. :003978S), the Statutory Auditors of the Company has orally intimated their intention to resign from the office, citing health reasons of the partner. Subsequently the auditor vide letter dated 22-06-2023 submitted their resignation to the Board intimating their intention to resign from the position as Statutory Auditors from the date of conclusion of the assignment for the year 2022-23 (including Tax audit for 2022-23).

Owing to the exceptional circumstances, based on the recommendations of the Audit Committee, the Board at its meeting held on 26-06-2023 accepted the resignation of the Statutory Auditors M/s Sridhar and Co., with effect from the date of conclusion of the assignment for the year 2022-23 (including Tax audit for 2022-23), the effective date of resignation on their health grounds and decided to appoint M/s Elias George & Co as Statutory Auditor in the casual vacancy that arose in the context of acceptance of the resignation of the existing Auditor with effect from the effective date of resignation of M/s Sridhar and Co.

M/s Sridhar and Co. has completed their assignments for the year 2022-23 (including Tax audit for 2022-23), on **20th September 2023**. Pursuant to the provisions of Sections 139 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, based on the recommendations of the Audit Committee, and pursuant to the resolution passed by the Board on 26th June 2023, the Board has by way of Circular resolution dated **20th September 2023** (approved by the majority of Directors on 21st September 2023), taken on record the effective date of resignation of the Statutory Auditors, M/s Sridhar and Co. and subject to approval of shareholder, appointed **M/s Elias George & Co, Chartered Accountants, Firm Registration No. 000801S** to fill the casual vacancy with effect from **20th September 2023**, at a remuneration of ₹7 Lakhs (Rupees Seven Lakhs) plus applicable taxes as Statutory Audit Fee plus reimbursement of out-of-pocket expenses. The period of appointment will be till the conclusion of the 17th AGM. The outgoing Auditors M/s Sridhar and Co. have been paid the same fee of ₹7 Lakhs for the Statutory Audit for the FY 2022-23.

The brief profile of New Statutory Auditors' firm is as under: -

M/s Elias George & Co is an audit and consultancy firm constituted in 1970. In addition to the headquarters at Ernakulam they having branches at Mumbai, Bangalore, Chennai & Kottayam. They are having 15 Partners and have audit experience in various sectors including Infrastructure, Manufacturing, Power Transmission, Construction, etc. The firm is having experience in various IT environments and experience in various ERP systems including SAP, Navition, Tally ERP and various custom-made ERP Solutions.

They are having experience in all sectors of Audit including Statutory Audit under Various Statutes including Income Tax Act, Companies Act, SEBI Regulations, KVAT Act, GST Act, and other statutes in respect of Association of Persons and Co-operative Societies. They have experience in Internal Audit and Concurrent Audit of large institutions and companies. The Partners have also represented before various statutory authorities up to Appellate level including the Income Tax Appellate Tribunal and CESTAT. The firm has been Peer Reviewed for 5 cycles and 1 Quality Review by professionals appointed by the ICAI. M/s Elias George & Co have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013.

M/s Elias George & Co, shall undertake the Audit for the FY 2023-24 and they will hold their office till the conclusion of 17th AGM to be held in calendar year 2024. Since the said appointment has to be approved by the members at the general meeting/postal ballot, hence this Resolution.

It is worthwhile to mention here that subsequent to the appointment of M/s Elias George & Co as Statutory Auditors in casual vacancy, their appointment for the next period shall be considered by the Board Meeting based on the recommendations of Audit Committee on a future date, which shall be subject to the approval of the shareholders at 17th AGM to be held in calendar year 2024.

The said appointment of M/s Elias George & Co shall be pursuant to applicable provisions of the Companies Act 2013.

All the relevant material documents shall be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 10.00 A.M. to 3.00 P.M.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the members by way of an Ordinary Resolution.

By Order of the Board
For INKEL Limited



Baiju T.
Company Secretary

Place: Ernakulam
Date: 22-09-2023