

## BOARD OF DIRECTORS

Shri.V.Lavakumar	Chairman & Managing Director
Shri.V.Mani	Director
Shri.J.M.Menezes	Director
Shri.John.B.Thangasamy	Director

**Auditors** M/s.N.Subramanian  
Chartered Accountant,  
# 81, Greens Road,Chennai-6.

**Registered & Admin. Office** 64 (New No.) 8<sup>th</sup> Cross Street,  
West Shenoy Nagar,  
Chennai 600 030.

**Share Transfer Agency** M/s.Cameo Corporate Services Ltd.,  
'Subramanian Building'  
No.1, Club House Road,  
Chennai 600 002.

**Listing on Stock Exchanges**a)Bombay Stock Exchange Ltd  
P.J.Towers, Dalal Street,  
Mumbai-400 001.  
  
b)Madras Stock Exchange Ltd.,  
Exchange Building,  
11, Second Line Beach,  
Chennai 600 001.

## NOTICE

Notice is hereby given that 29th Annual General Meeting of KLK ELECTRICAL LIMITED will be held at 4<sup>th</sup> floor, Mathura Krupa Towers, 51,North Boag Road,T.Nagar Chennai-600 017 on 30<sup>th</sup> of September 2010 at 3.00 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2010 and Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri. J.M. MENEZES**, who retires by on that date and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

### SPECIAL BUSINESS:

4. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that Shri. V. MANI, who was appointed as an Additional Director of the Company by the Board of Directors of the Company and who holds office upto the date of the Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 257 of the Companies Act, 1956, proposing his candidature for office of director, be and is hereby appointed as a Director, of the Company liable to retire by rotation."

5. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 198, 269, 309 and all other applicable provisions if any of the Companies Act, 1956 read with Schedule XIII to the said Act, and subject to the receipt of requisite approvals the Company hereby accords its approval for the appointment of Shri. V. LAVAKUMAR as Chairman with effect from 30<sup>th</sup> September, 2010 for a period of 5 years."

"RESOLVED FURTHER that Shri. LAVAKUMAR be paid a remuneration of not exceeding Rs.75000/- p.m. including perquisite and the Board of Directors be authorized to revise it from time to time within the aforesaid ceilings."

"RESOLVED FURTHER that subject to superintendence, control and direction of the Board, Shri. V. LAVAKUMAR shall perform such duties and functions as would be commensurate with his position as Chairman of the Company and as may be delegated to him by the Board from time to time."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to this Resolution."

6. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any Statutory modification thereof, the appointment of Shri. V. MANI as Managing Director of the Company on a remuneration not exceeding Rs.100000/- p.m including perquisite, and revise it from time to time within the aforesaid ceilings for a period of 5 years with effect from 30<sup>th</sup> September, 2010 be and is hereby approved."

## By order of the Board

For KLK Electrical Ltd.

Place : Chennai  
Date : 28-08- 2010

(Sd/-) V.Lavakumar  
Chairman& Managing Director

### NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than forty eight hours before the commencement of the meeting. Form of proxy is enclosed.

2. The Explanatory Statement pursuant to section 173 of the Companies Act, 1956 is given below and forms part of the Notice.

3. Since the Company is yet to declare any dividend, disclosure regarding status of unclaimed dividend under section 205A of the Companies Act, 1956 does not arise.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 29th September, 2010 to Thursday, the 30th September, 2010 (both days inclusive) in connection with the Annual General Meeting.

5. Shareholders are requested to bring their copy of Annual Report to the meeting.

6. Members/ Proxies should bring the attendance slips filled in for attending the meeting.

7. Members are requested to notify immediately any change in their address (with Pin-Code), if any, quoting their registered folio numbers to the Registrar and Transfer Agent M/s. Cameo Corporate Services Limited, "Subramanian Building", 1, Club House Road, Chennai - 600 002.

8. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

9. Members are requested to quote their folio number and name in all correspondence with the Company.

10. Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

#### **EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956)

##### **ITEM NO. 4:**

Shri. V. MANI was appointed as Additional Director of the Company by the Board of Directors at their meeting held on 15<sup>th</sup> May, 2010. According to the provisions of section 260 of the Companies Act, 1956, read with the Articles of Association of the Company, Shri. V. MANI holds office of Director upto the date of the ensuing Annual General Meeting of the Company. The notice have been received from the members as required by section 257 of the Companies Act, 1956 signifying their intention to propose the appointment of Shri. V. MANI as the Director of the Company liable to retirement by rotation.

Shri.V.Mani is a post graduate in Electronics & Communication Engineering From Stanford University USA and carries with him vast experience in the field for more than 25 years. The Board of Directors is of the view that appointment of Shri.V.MANI with his skills in finance, management and industry would be of immense benefit to the Company and recommends his appointment for your approval.

None of the Directors except Shri.V.MANI is concerned or interested in the resolution.

##### **ITEM NO.5**

Shri. V. LAVAKUMAR, who is the founder of the Company and was instrumental in the efficient management of the Company. Therefore your Directors consider it inevitable and most advantageous to continue to receive the benefit of the expert advice and guidance of Shri. V. LAVAKUMAR as Chairman of the Company for a period of 5 years with effect from 30<sup>th</sup> September, 2010 on the terms and conditions along with the payment of remuneration not exceeding to a sum of Rs.75000 p.m. including perquisite as specified in the Resolution.

The Board recommends the resolution for approval of the shareholders.

Except Shri. V. LAVAKUMAR, None of the other Directors are concerned or interested in the proposed Resolution.

##### **ITEM NO.6**

Shri.V.MANI, who is known for his managing skills is to be appointed as Managing Director of the Company on a remuneration of Rs.100000 p.m. including perquisite, for a period of 5 years with effect from 30<sup>th</sup> September, 2010 to look after the day to day management and administration of the affairs of the Company.

In light of the above, your directors consider it desirable and advantageous to appoint Shri.V.MANI as Managing Director in the interest of the Company's progress.

Except Shri.V.MANI, none of the other Directors may be deemed to be concerned or interested in the proposed resolution. The resolution is recommended for approval of the shareholders.

By order of the Board,

Place : Chennai  
Date : 28.08.2010

for KLK Electrical Ltd.  
(V. Lavakumar)  
Managing Director

#### **DIRECTOR'S REPORT TO THE MEMBERS**

Dear Members,

Your Directors have great pleasure in presenting the 29<sup>th</sup> Annual Report of the Company with audited accounts for the year ended 31<sup>st</sup> March, 2010.

##### **FINANCIAL RESULTS.**

Particulars	31.03.2010 (Rs. In Lakhs)	31.03.2009 (Rs. In Lakhs)
Sales	90.84	8.83
Service Charges	--	16.99
Other Income	--	--
Profit/ (Loss) Before Dep. & Tax	2.42	0.08
Depreciation	0.30	0.37
Profit/ (Loss) After depreciation	2.12	(-)0.29
Provision for Taxation	NIL	NIL
Profit After tax	2.12	NIL
Investment allowance reserve	NIL	NIL
Transferred to General Reserve	NIL	NIL
Provision for divided	NIL	NIL
(Loss) Balance C/F to next year	(66.90)	(69.02)

##### **OPERATIONS:**

The Company achieved turnover of Rs.90.84 Lakhs (Previous Year Rs. 25.82 Lakhs). Your Directors are hopeful that the activities of the Company would improve during the Current financial year.

##### **DEPOSITS:**

The Company has not invited / received any fixed deposits during the year under review as per section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

##### **DIVIDEND:**

Your directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2010 to the members due to Loss.

##### **DIRECTORS:**

In accordance with the provisions of the Companies Act, 1956, and the Company's Articles of Association Shri. J. MENEZES, Director is due to retire by rotation and is eligible for re-appointment.

On 15<sup>th</sup> May, 2010 Shri. V. MANI was appointed as Additional Director on the Board. Shri. V. LAVAKUMAR is to be appointed as chairman and Shri. M. MANI to be appointed as Managing Director.

The appointment of the aforesaid Additional Director, Chairman and Managing Director shall be put forth at the ensuing Annual General Meeting for the Members approval.

**AUDITORS:**

M/s. N. SUBRAMANIAN, Chartered Accountants, Chennai retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of Auditors, if re-appointment.

**AUDITORS REPORT:**

The observations made by the auditors in their report and notes to the accounts are self-explanatory.

**LISTING STATUS:**

The Company's Shares are listed both in Chennai and Bombay Stock Exchanges at present. Listing fees have been paid for the financial year.

**CORPORATE GOVERNANCE:**

Pursuant to the circular of Securities and Exchange Board of India, the Stock Exchanges have incorporated a Clause 49 in the Listing Agreement on Corporate Governance with regard to the composition of Board of Directors, Audit Committee, Remuneration of Directors, Board meeting procedures, Management, discussions and analysis about the business, redressal of shareholders' grievances and their services. According to the schedule of implementation forwarded by these Stock Exchanges, the Companies whose paid-up capital is Rs.3 Crores and above is advised to comply with the Clause 49 of the Listing Agreement. Since the capital of your Company is less than Rs.3 Crores, compliance of the Clause 49 of the Listing Agreement does not arise.

INFORMATION UNDER SECTION 217(1)(E) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES AND FORMING PART OF DIRECTORS REPORT.

**1). CONSERVATION OF ENERGY:**

The company has no activity relating to Conservation of Energy, during the year.

**2). TECHNOLOGY ABSORPTION:**

The Company has entered into Technical collaboration with M/s. Elin Union, Austria.

- a) Technology imported: Load Break Switch and off load isolators.
- b) Year of Import: Agreement 1984 extended for a further period of six years from 1999.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of provisions of Section 217(2AA) of the Companies Act, 1956 the Directors confirm.

1. That in the preparation of the Annual accounts, for the financial year ended 31<sup>st</sup> March, 2010 the applicable accounting standards had been followed along with proper explanations relating to material departures.

2. That the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

4. That the Directors had prepared the annual accounts on a going concern basis.

**COMPLIANCE CERTIFICATE:**

Compliance Certificate as required under provision to Sub-section (1) of Section 383A of Companies Act, 1956 is annexed hereto.

**PERSONNEL:**

Particulars of Employees pursuant to Section 217(2A) of the Companies Act, 1956 are not applicable since none of the employees are in receipt of remuneration in excess of the limits specified herein during the period under review.

**ACKNOWLEDGEMENTS:**

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by the Banks, Government Authorities and Clients during the period under review. Your Directors wish to place on record their deep sense of appreciation for the devotion and sense of commitment shown by the employees at all the level and acknowledge their contribution for its success

For and on behalf of the Board,

Place: Chennai      (J.M. MENEZES      (V. LAVAKUMAR)  
Date :28-08-10      DIRECTOR      CHAIRMAN AND  
MANAGING DIRECTOR

**COMPLIANCE CERTIFICATE**

CIN: L31900TN1980PLC008230

Nominal Capital: Rs.20000000/-

Paid-up Capital : Rs.12500000/-

To,  
The Members,  
M/s. KLK ELECTRICAL LIMITED  
64, Ground Floor, 8<sup>th</sup> Cross Street,  
West Shenoy Nagar,  
CHENNAI - 600 030.

We have examined the registers, records, books and papers of M/s. KLK ELECTRICAL LIMITED, having Registered office at 64, Ground Floor, 8<sup>th</sup> Cross Street, West Shenoy Nagar, CHENNAI - 600 030, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2010**. It is the responsibility of the Company to prepare and maintain the relevant necessary records under the Companies Act, 1956 and other applicable laws. Our responsibility is to carry out an examination, on the basis of our professional judgement so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this certificate. In our opinion and to the best of our information and explanations furnished to us by the Company, its officers and agents, We certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to his Certificate, with the Registrar of Companies, Tamilnadu, within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company, comments are not required
4. The Board of Directors duly met **Five** times respectively on 30.06.2009, 30.07.2009, 31.10.2009, 04.12.2009 and 29.01.2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any resolution by circulation.