KLK ELECTRICAL LIMITED

34rd Annual Report

2014-2015

BOARD OF DIRECTORS

Shri R. Ravi Kumar	Whole time Director
Shri Dattatray Patil	Director
Shri Rajendra V. Naniwadekar	Director

Auditors	M/s Anant Rao & Mallik Chartered Accountants, Hyderabad
Registered Office	Old No. 164, New No. 510, TTK Road, Alwarpet, Chennai 600018.
Share Transfer Agency	M/s Cameo Corporate Services Ltd. 'Subramanian Building' No.1, Club House Road, Chennai 600002.
Listing Stock Exchanges	Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, Mumbai 400001.

KLK ELECTRICAL LIMITED
OLD NO 164, NEW NO 510, TTK ROAD,
ALWARPET, CHENNAI - 600018
CIN: L72300TN1980PLC008230

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held on Wednesday the 30th September 2015 at Old No 164, New No 510, TTK Road, Alwarpet, Chennai - 600018 at 12.00 noon. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors .

2. To appoint a Director in the place of **Mr. R Ravikumar (DIN : 06432101)** who retires by rotation and being eligible, offers himself for re-appointment.

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

RESOLVED that in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 M/s Anant Rao & Mallik , Chartered Accountants (Registration No.006266S), be and hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 38th Annual General Meeting (AGM) of the Company, be re-appointed by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mrs Sujata Jonnavittula holding DIN 07014640, who was appointed as an additional director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Thirty Fourth Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th September 2020, not liable to retire by rotation."

Place: Chennai
Date:31.8.2015

By Order of the Board
Mr. R Ravikumar
Whole Time Director
DIN: 06432101

NOTES:

I) The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No.4 set out in the Notice is annexed hereto

ii) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

iii) Members/ proxies should bring the Attendance slip sent herewith duly filled in for attending the meeting.

iv) The Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21,2011 and April 29/2011 respectively) has undertaken a Green initiative in Corporate Governance and allowed Companies to share documents with its shareholders through
an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permit's companies to send soft copies of the Annual Report to all those shareholders who have registers their email addresses for the said purpose. Hence members are requested to register their email addresses with the company by sending their details relating to name, folio no./DP id/client id to the company's email id: admin@klk.co.in.

v) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. M/s Cameo Corporate Services Limited, Subramanian Building Vth floor, Chennai-600002, Tamil Nadu, India, quoting their Folio number(s).

ii) Members who hold shares in physical form are requested to dematerialize their holdings to make the company's shares traded in normal segment.

a) DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE –APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mrs Sujata Jonnavittula	Mr R Ravikumar
DIN	07014640	06432101
Date of Birth	16/11/1967	01/03/1970
Date of Appointment	31/03/2015	29/11/2012
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Tobacco Co Ltd VEDAVAAG Systems Limited	–
Chairmanships/Directorship of Committees of other Public Companies	Tobacco Co Ltd VEDAVAAG Systems Limited	–
I. Audit Committee	–	–
ii. Stake holders Relationship Committee.	–	–
iii. Nomination and Remuneration Committee	–	–
Number of Shares held in the Company	-NIL	50000

vii) Electronic copy of the AGM notice of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members whose email IDs are registers with the company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

viii) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.

ix) The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2015, Wednesday to 30th September, 2015, Wednesday (both days inclusive) for the purpose of Annual General Meeting.

x) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. M/s Cameo Corporate Services Limited, Subramanian Building Vth floor, Chennai-600002, Tamil Nadu, India, quoting their Folio number(s).

xi) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

xii) Any person who acquires shares of the company after dispatch of notice and holding shares as of the cut off dates ie.23rd September 2015, may obtain login ID and password by sending email to investors@ cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning the folio no./DP id/client id. However if you are already registered with CDSL for remote evoting then you can use your existing ID and Password by casting your vote.

xiii) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.

xiv) The facility for voting, either through ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

xv) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

xvi) The annual report of the Company circulated to the Members of the Company, shall also be made available on the Company's website at www.klk.co.in .

xvii) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

xviii) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting.

xix) Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.

xx) The Companies Act, 2013 has also recognized serving of documents to any

Member through electronic mode. In view of the above email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2015 would be dispatched.

xxi) Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned above quoting their folio number(s).

xxii) Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means. The procedure and instruction is same as follows:

I. from a place other than the venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL) and the items of business as detailed in this Notice may be transacted through remote e-voting.

II. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of Wednesday, 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

III. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders
3. Now Enter your User ID

   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID, `
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below: