

KLK ELECTRICAL LIMITED

**38TH ANNUAL REPORT
2018 - 2019**

BOARD OF DIRECTORS

Shri R. Ravi Kumar Rao	Wholetime Director
Shri Dattatray Patil	Independent Director
Smt. Sujatha Jonnavittula	Independent Director
Shri M. Durga Prasada Rao	Independent Director

Auditors

M/s. Anant Rao & Mallik
Chartered Accountants
Hyderabad

Secreterial Auditors

M/s. Lakshmmi Subramanian & Associates
No. 81 Greams Road, Chennai 600 006

Registered

Plot No. 85, Shot No. 1

& Administrative Office

4th Street, Ganesh Avenue,
Shakthi nagar, Chennai 600 116

Share Transfer Agency

M/s. Cameo Corporate Services Limited
“Subramanian Building”
No.1 Club House Road, Chennai 600 002

Listing Stock Exchange

Bombay Stock Exchange

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KLK ELECTRICAL LIMITED

PLOT NO 85, SHOP NO 1, 4th STREET,
GANESH AVENUE, SHAKTHI NAGAR, PORUR, CHENNAI TN 600116
CIN: L72300TN1980PLC008230

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Company will be held on Saturday, 28.9.2019 at Old No.313, New No.455, Anna Salai, Teynampet, Chennai-600030 at 12.00 noon. to transact the following Business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2019 together with the Reports of Board of Directors and Auditors thereon.
2. 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 as may be applicable and pursuant to the resolution of the Members at the 34th Annual General Meeting held on 30th September , 2015, the appointment of M/s Anant Rao & Mallik, Chartered Accountants (Registration No. 006266S), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 39th Annual General Meeting (AGM) of the Company, be ratified 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.

SPECIAL BUSINESS

3. To appoint Mr. R.RaviKumar Rao as Whole Time Director of the Company.

To Consider and, if thought fit, to pass without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 152, 161, 196, 197, 198 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at the Meeting held on 10.6.2019. Consent of the Company be and is hereby accorded for the appointment of Mr. R.RaviKumar Rao(DIN 06432101), be and is hereby appointed as a Whole Time Director designated as Executive Director of the Company for a period of 5 (five) years w.e.f 10.6.2019 subject to retirement by rotation with payment

of remuneration of not exceeding Rs.50000 per month(including all allowances and perquisites) as may be approved by the Remuneration Committee and the Board of Directors at their meetings.

“RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. R.RaviKumar Rao shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr. R.RaviKumar Rao as an Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“FURTHER RESOLVED THAT in event of absence of inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration committee constituted by the Board, do accept to pay the above remuneration to Mr. R.Ravikumar Rao, Whole Time Director.

“FURTHER RESOLVED THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution.”

4. To appoint Mr.B.Locabhi Ram as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 149,152 and other applicable provisions, if any, of Companies Act, 2013(‘Act’) and Companies (Appointment and Qualification of Directors) Rules ,2014 including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (LODR) Regulations 2015 as amended and based on the recommendation of the Nomination and Remuneration Committee, Mr.B.Locabhi Ram (DIN: 06531372) who has already attained 75 years and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 consecutive years from the date of his appointment.

By Order of the Board
For KLK Electrical Limited.

R. RaviKumar Rao

Director

DIN:06432101

Place : Chennai

Date : 29.08.2019

NOTES:

- I) 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.
- II) 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).
- VI) 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	Mr R.RaviKumar Rao	Mr.B.Locabhi Ram
DIN	06432101	06531372
Date of Birth	01/03/1970	22/12/1940
Date of Appointment	29/11/2012	
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	NIL	NIL
Chairmanships/Directorship of Committees of other Public Companies		
i. Audit Committee	NIL	NIL
ii. Stake holders Relationship Committee.		
iii. Nomination and Remuneration Committee	NIL	NIL
Number of Shares held in the Company	50000	NIL

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No. 3

Mr. R. RaviKumar Rao has expressed his willingness to continue to render his services as a Whole Time Director. The Board considering his rich experience and knowledge decided to avail his services and appoint him as a Whole Time Director designated as an Executive Director for a period of five years effective from 10.6.2019 on the following terms and conditions.

The Board recommends the Resolution to be passed as a Special Resolution.

Except Mr. R.RaviKumar Rao, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolution.

Item No. 4

Pursuant to the recommendations of the Uday Kotak Committee Report, SEBI(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 on May 9, 2018.

The Regulation 17(1A) of the Amendment Regulations, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any persons as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed.

Considering the rich experience and knowledge of Mr. Locabhi Ram, the Board thinks fit to avail his services as an Independent Director in the interest of the Company and the Board recommends the Special resolution for the appointment of Mr. Locabhi Ram, as an Independent Director for a period of 5 years from the date of his appointment.

He would be a Non-Executive Director eligible for sitting fee, commission as permitted under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

The Board recommends the Resolution to be passed as a Special Resolution.

A brief profile of the appointee is annexed to the Notice.

None of the Directors of the Company and their relatives are concerned or interested in the resolution, except to the extent of their respective interest as shareholders of the Company.

- 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 22rd September, 2019, to 28th September, 2019, (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.21st September 2019, 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, 2019 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 38th 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, 21st September, 2019 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.