

KLK ELECTRICAL LIMITED

**39TH ANNUAL REPORT
2019 - 2020**

BOARD OF DIRECTORS

Shri R. Ravi Kumar Rao	Wholetime Director
Shri B. Locabhi Ram	Independent Director (upto 07-06-2020)
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, Shop 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

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 Ninth Annual General Meeting of the Company will be held on Wednesday, 30.12.2020 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, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. To consider the reappointment of the current auditors, 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 , the Company hereby appoints , M/s Anant Rao & Mallik, Chartered Accountants (Registration No. 006266S), as statutory auditors of the Company for a second term of 5(five) consecutive years, to hold office from the conclusion of this Meeting until the conclusion of the 44th Annual General Meeting (AGM) of the Company, subject to ratification by the Members at every Annual General Meeting to be held here after and on such remuneration as may be decided by the Board of Directors in consultation with the statutory auditors of the Company.

SPECIAL BUSINESS

3. To appoint Mr. A. Naveen Kumar as an Independent Director of the Company.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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.A.Naveen Kumar (DIN: 00191669) 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.

4. To appoint Mrs. Sujata Jonnavittula (DIN: 07014640) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013:

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, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sujata Jonnavittula (DIN: 07014640) whose appointment as Independent Director is expiring in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto the conclusion of the 44th Annual General Meeting of the members of the company.”

Place : Chennai

Date : 1.12.2020

By Order of the Board
For KLK Electrical Limited.

R. Ravi Kumar Rao

Director

DIN:06432101

NOTES:

Keeping in view the outbreak of COVID-19 (Corona Virus) pandemic, the AGM of the Company will be held at the venue in accordance with the Guidelines as prescribed by the World Health Organization maintaining social distancing norms and the venue being thoroughly sanitized.

The members are requested to wear mask all the time and carry their own stationery including pen, notepad, etc. to avoid any kind of physical contact among the members present at the meeting.

- 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. A. Naveen Kumar	Mrs. Sujatha Jonnavittula
DIN	00191669	07014640
Date of Birth	01/03/1970	16/11/1967
Date of Appointment	30/12/2020	31/03/2015
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	VSL Data Systems Pvt. Ltd.,	Vedavaag Systems Limited
Chairmanships/Membership of Committees of other Public Companies	VSL Data Systems Pvt. Ltd.,	Vedavaag Systems Limited
Number of Shares held in the Company	NIL	NIL

Explanatory Statement pursuant to Section 102 of the Companies Act 2013**Item No.3**

Mr. A. Naveen Kumar (DIN:00191669) is proposed to be appointed as a Director and as Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Agreement with the stock exchange. The Nomination and Remuneration Committee has recommended his appointment which was further approved by the Board. Mr. A.Naveen Kumar is proposed to hold office as Independent Director of the Company for a term of 5 (Five) consecutive years in line with the provisions of Sections 149(10) and 149(11) of the Act and shall not be liable to retire by rotation. In accordance with Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. A.Naveen Kumar meets the criteria of independence as prescribed and the Company has received a declaration from him in this regard. The notice from a member under Section 160(1) of the Act proposing his candidature, the declaration for non-disqualification under Section 164 of the Act, declaration of independence, disclosure under Section 184(1) of the Act and consent for appointment have been received. His brief profile is placed before the members for perusal. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. A. Naveen Kumar as an Independent Director, not liable to retire by rotation.

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.

Item No.4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Sujata Jonnavittula (DIN: 07014640) be reappointed as an Independent Directors on the Board for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013, whose office is not liable to retire by rotation.

Mrs. Sujata Jonnavittula meets the criteria of independence as prescribed and the Company has received a declaration from her in this regard. The notice from a member under Section 160(1) of the Act proposing her candidature, the declaration for non-disqualification under Section 164 of the Act, declaration of independence, disclosure under Section 184(1) of the Act and consent for appointment have been received. Her brief profile is placed before the members for perusal. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mrs.Sujata Jonnavittula as an Independent Director, not liable to retire by rotation.

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 24th December, 2020, to 30th December, 2020, (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 December 2020, 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, 2020 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 39th 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 December, 2020 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p>
DOB	<p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.