

KLK ELECTRICAL LIMITED

**41st
ANNUAL GENERAL MEETING
2021-2022**

KLK ELECTRICAL LIMITED

Board of Directors

Shri R. RaviKumar Rao	Wholetime Director
Shri A. Naveen Kumar	Independent Director
Smt.J. Sujatha	Independent Director
Shri M. Durga Prasada Rao	Independent Director
Shri.U.Sreenivasa Sreekanth (Inducted on 26-05-2022)	Additional Director
Shri. Y.Ramesh Reddy (Inducted on 26-05-2022)	Additional Director
Smt.N.Srivani (Inducted on 26-05-2022)	Additional Director
Shri .G.Jayachand (Inducted on 26-05-2022)	Additional Director
Shri.A.Ravikanth (Inducted on 26-05-2022)	Additional Director

Auditors

M/s. Anant Rao & Mallik
Chartered Accountants
Hyderabad

Secretarial Auditors

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

Registered Office

KLK Electricals Limited
Plot No. 85, Shop No. 1 4th Street, Ganesh Avenue,
Shakthi nagar, Chennai 600 116

Share Transfer Agency

Aarthi Consultants Private Limited
1-2-285, Domulguda
Hyderabad-500029.
Email: info@aarthiconsultants.com

Listing Stock Exchange — Bombay Stock Exchange

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NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of M/s. KLK Electrical Limited will be held on Tuesday, the 27th day of September, 2022 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheets as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.

Special Business:

2. **Appointment of Mr. Sreenivasa Sreekanth Uppuluri as a Chairman & Managing Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, Provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sreenivasa Sreekanth Uppuluri (DIN: 01275332), who was appointed as an Additional Director and Managing Director in the board meeting held on 26.05.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, consent of the members be and is hereby accorded to the appointment of Mr. Sreenivasa Sreekanth Uppuluri as Chairman & Managing Director of the Company for the period of 5 years with effect from 26th August, 2022, without remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company."

"RESOLVED FURTHER THAT Mr. Sreenivasa Sreekanth Uppuluri, as Chairman & Managing Director of the Company shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution."

3. **Appointment of Mr. Y. Ramesh Reddy as Wholetime Director of the Company:**

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

"RESOLVED THAT based on the provisions of Section 196, 196(3), 197 and other applicable provisions of the Companies Act 2013 and the rules made thereunder including any amendment(s), Statutory modification(s) or re-enactment(s) thereof for time being in force and the Articles of association of the Company and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded for the appointment of Mr. Y. Ramesh as Whole time Director of the Company For a period of 5 years with effect from 27th September 2022 as per the applicable provisions of the Act read with rules amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mrs. N. Srivani a Non-Executive Independent Director in Woman Category 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 the provisions of Sections 149, 152, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. N. Srivani(DIN: 09556758), who was appointed as additional Director of the Company in the Independent category as Woman Director in the board meeting held on 26.05.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 26.05.2022 to 25.05.2027 who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Ravikanth Andhavarapu as a Non-Executive 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 the provisions of Sections 149, 152, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Ravikanth Andhavarapu (DIN: 08096853), who was appointed as additional Director of the Company in the Independent category in the board meeting held on 25.06.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 26.05.2022 to 25.05.2027 who shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Jayachand Garimella as a Non-Executive 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 the provisions of Sections 149, 152, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Jayachand Garimella (DIN: 03053175), who was appointed as additional Director of the Company in the Independent category in the board meeting held on 26.05.2022 and holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, for a term of five

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consecutive years with effect from 26.05.2022 to 25.05.2027 who shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Reclassification of Promoters of the Company as Public Shareholders

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded for reclassification of the following persons (hereinafter individually and jointly referred to as 'outgoing promoters') from the "Promoter and Promoter Group" category to "Public" category”

S. No.	Name of the persons / Entity	Category	No. of Equity Shares Held	% of the total Equity Capital
1	Mr. V. Lava kumar	Promoter	96,549	1.12
2	Mr. Devi Lava kumar	Promoter	62,300	0.72
3	Mr. Karthik	Promoter	400	0.00

“**RESOLVED FURTHER THAT**, pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid person(s) seeking reclassification:

- together, do not hold more than 10 (ten) percent of the total voting rights in the Company;
- do not exercise control over the affairs of the Company, whether directly or indirectly;
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- do not have any board seat/representation on the board of directors of the Company either directly or through a nominee director;
- have never act as a key managerial person in the Company;
- are not a 'wilful defaulter' as per the Reserve Bank of India guidelines; and
- are not a fugitive economic offender.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Outgoing Promoters, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter (s)/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

8. Shifting of Registered Office of the Company from the State of Tamilnadu to the State of Telangana.

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

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“RESOLVED THAT Subject to the provisions of Section 12 and section 13 of the Companies Act 2013(the Act) and any other applicable provisions of the Act and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Regional Director (South Region) or Central Government or any other relevant authority and such other approvals, permissions, consents, sanctions of any regulatory or statutory authorities as may be required in this regard, the consent of the Members, be and is hereby accorded for shifting the registered office of the Company from Tamilnadu (Chennai) to Telangana.

“RESOLVED FURTHER THAT consequent to this change, the Clause II of the Memorandum of Association of the Company be substituted by the Following.

Clause II: The Registered office of the Company will be situated in the State of Telangana.

RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Tamilnadu (Chennai) to Telangana.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. Change in name of the company including alteration in memorandum of association (MOA) and articles of association (AOA) 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 section 4, 5, 13, 14 section 15 of the Companies Act, 2013 (the ‘Act’) read with Rule 29 of the Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the Members be and is hereby accorded for change of name of the Company from “KLK Electrical Limited” to “Edvenswa Enterprises Limited”.

“RESOLVED FURTHER THAT the Name Clause being in Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the name EDVENSWA ENTERPRISES LIMITED”.

RESOLVED FURTHER THAT the name “KLK Electrical Limited” wherever appearing in the Memorandum and Articles of Association and all other documents/records of the Company be substituted by the new name “EDVENSWA ENTERPRISES LIMITED” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

“RESOLVED FURTHER THAT the name wherever appearing in the documents, common seal, letter head etc., be substituted by the new name upon receipt of Certificate of change of name.”

“RESOLVED FURTHER THAT the Board of Directors or any committee of the Company be and is hereby authorized to do all acts, deeds and execute such document as deem necessary or desirable for the purpose of giving effect to the aforesaid Resolution along with Filing of necessary e-forms with the Register of Companies.”

10. Increase in the authorized Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 61 , 64 and all other applicable provisions of the Companies Act , 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the rules made thereunder , consent is hereby accorded , to increase the authorized capital company from Rs.10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (one Crore) number of equity shares of face value of Rs10(Rupees ten) to Rs 20,00,00,000(Rupees twenty crores) divided into 2,00,00,000 (two crore)number of equity shares of face value Rs10 (rupees ten) ranking pari-passu with

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existing shares in all respects and Clause V of the Memorandum of Association of the Company be altered accordingly.”

“RESOLVED FURTHER THAT pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V.

The Authorized Share Capital of the Company Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.

“RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to take all necessary steps for giving effect to the above resolution.”

11. Amendment to AOA consequent to increase in Authorised Share Capital of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following resolutions as an Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 61 , 64 and all other applicable provisions of the Companies Act , 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the rules made thereunder , consent is hereby accorded , to increase the authorized capital company from Rs.10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (one Crore)number of equity shares of face value of Rs10(Rupees ten) to Rs 20,00,00,000(Rupees twenty crores) divided into 2,00,00,000 (two crore)number of equity shares of face value Rs10 (rupees ten)ranking pari-passu with existing shares in all respects and Clause V of the Memorandum of Association of the Company be altered accordingly.”

“RESOLVED FURTHER THAT pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause Articles of Association of the company relating to share capital..

The Authorized Share Capital of the Company Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (two Crore) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.

“RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to take all necessary steps for giving effect to the above resolution.”

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12. Adoption of New Set of Memorandum of Association 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 the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time and /or any other statutory or regulatory authority, as may be necessary, consent of the members of the Company be and is hereby approved and adopted the new Memorandum of Association of the Company as per the Table A of the Schedule I of the Companies Act, 2013 and subsequent to this alteration of Memorandum of Association as per the Companies Act, 2013, the existing sub-clauses "sub-clause (B) of Clause III" and "sub-clause (C) of Clause III" be merged in a single sub-clause, "sub-clause (B) of Clause III" and consequently changing the object numbering as may be appropriate."

"RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:"

Clause III (A) – The objects to be pursued by the Company are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in :

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

13. Adoption of New Set of Articles of Association 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 the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), as may be necessary, consent of the members of the Company, pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

14. Approval for Employees Stock Option Plan 2022 for employees 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 the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars /guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of 'Employees Stock Option Plan 2022' (the 'ESOP Plan 2022') and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 1,000,000 (One Million) to or for the benefit

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of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee /director who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his relative(s) or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees'), which would give rise to the issue of not more than 1,000,000 (One Million) equity shares of the face value of Rs. 10 /- (Rupee Ten only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOP Plan 2022 as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 1,000,000 (One Million) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan 2022 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2022 or terminate ESOP Plan 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2022 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the ESOP Plan 2022 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOP Plan 2022 on the Stock Exchange, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2022 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2022 and to take all such steps and do all acts as may be incidental or ancillary thereto."

15. Approval for extending Employees Stock Option Plan 2022 For employees of the Subsidiaries 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 the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the

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Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars /guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as maybe necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of 'Employees Stock Option Plan 2022' (the 'ESOP Plan 2022') for the benefit of (i) such person(s) who are permanent employees of any subsidiary companies of the Company, whether working in India or outside India; (ii) directors of subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee/ director who is a promoter or a person belonging to the promoter group; and (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees').

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the ESOP Plan 2022 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2022 or terminate ESOP Plan 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2022 and do all other things incidental to and ancillary thereof.

**For and on behalf of the Board of
KLK Electrical Limited**

**Sd/-
R. Ravikumar Rao
Director
DIN-06432101**

**Date: 05-09-2022
Place: Chennai**