

The Corporate Relations Department

9.9.2019

Bombay Stock Exchange Limited

P.J.Towers

Dalal Street, Mumbai 400001

Dear Sir,

**Sub: Submission of copy of the Annual Report 2018-19 along with the notice of the 38<sup>th</sup> AGM of KLK Electrical Limited pursuant to section 34 of the SEBI (LODR).**

Pursuant to section 34 of the SEBI (LODR) Regulations 2015, we herewith submit the notice of 38<sup>th</sup> AGM along with the copy of the Annual Report for the financial year 2018-19.

You are requested to kindly take the same on record and acknowledge the same.

Thanking You,

For KLK Electrical Limited

  
Director



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**KLK Electrical Limited**

Old No. 32, New No. 64, 8<sup>th</sup> Cross Street,  
West Shenoy Nagar, Chennai, 600030

admin@klk.co.in  
CIN: L72300TN1980PLC008230

# **KLK ELECTRICAL LIMITED**

**38<sup>TH</sup> 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

**Secretarial 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 or 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](http://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.

The instructions for shareholders voting electronically are as under

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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. 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 Details 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>

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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant KLK ELECTRICAL LIMITED on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Note for Non – Individual Shareholders and Custodians  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ◆ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ◆ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 21st September, 2019.
19. Mrs Lakshmmi Subramanian, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process at the AGM in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or the authorised person shall declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.klk.co.in](http://www.klk.co.in) and on the website of CDSL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.

In case of members receiving the physical copy

- A. Please follow all steps from Sl no. 1 to 17 above to cast vote.
- B. The voting period begins on 25th September, 2019 from 9.00 am and ends on 27th September, 2019 till 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- D. The manner of voting for Members being present in the AGM will be on “ proportion principle” i.e one share-one vote unlike one person one vote principle as on the cut-off date of 21st September, 2019.
- E. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Place : Chennai  
Date : 29.08.2019

By Order of the Board  
**For KLK Electrical Limited.**

**R. RaviKumar Rao**

Director

DIN:06432101

# KLK Electricals Limited

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Seventh Annual Report of KLK Electrical Limited along with the audited financial statements for the year ended March 31, 2019.

### FINANCIAL RESULTS

Particulars	Rs.	Rs.
	2018-19	2017-18
Net REVENUE	-	-
<b>profit /(Loss) before tax (PBT)</b>	(708774)	(795965)
provision for current tax	-	-
Tax Expense	-	-
<b>Profit after Taxes/Loss (PAT)</b>	(708774)	(795965)

### PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY

During the year ended 31<sup>st</sup> March 2019 under review, the Company has incurred net loss of Rs.708,774 as against loss of Rs.795,965 in the previous year. The Board is actively evaluating opportunities in different sectors and will shortly start activity to revive the company.

### DIVIDEND

The Board of Directors did not recommend any dividend to the Shareholders for the financial year ended 31.03.2019.

### TRANSFER OF PROFIT TO RESERVES

There is no transfer to reserves in view of the Carried forward losses.

### MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There have been no loan, guarantees and investment given or made by the Company under Section 186 of the Act during the financial year 2018-19.



**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The company does not have any subsidiaries, associates and joint venture companies.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The nature of business does not involve any Technology Absorption, and Conservation of Energy as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, and there is no Foreign Exchange Earnings and Outgo. Hence the details are not furnished in the report.

**BOARD COMPOSITION**

The Board of Directors consists of eminent individuals drawn from management, technical and financial fields. The Board has an adequate combination of executive and non-executive independent directors.

The composition of Board of Directors meets with the requirement of the Companies Act, 2013.

<b>Category</b>	<b>Name of Director</b>
Executive Director	Mr. R. Ravi Kumar
Non-Executive Independent Directors	Mr. Dattatray Patil
	Ms. Sujata Jonnavittula
	Mr. M. Durgaprasada Rao

Due to voluntary de-recognition of Madras Stock Exchange Ltd by SEBI on 26.05.2014, our Company ceased to be a Listed Company with Madras Stock Exchange. Further the paid up share capital being less than prescribed limit of Rs. 10 Crores, the provisions of Section 203 of the Act does not apply.

**NUMBER OF MEETINGS OF THE BOARD**

In total 8 Meetings of the Board of Directors of the Company were held during the year 2018-19. The maximum time gap between any two consecutive meetings did not exceed 120 days.

<b>QUARTER</b>	<b>MEETINGS</b>
I	1
II	3
III	2
IV	2

Attendance of each Director at the Board Meetings, last Annual General Meeting (AGM) and number Companies:

Name of Director	Attendance Particulars		No. of Other Directorship/ Committee Memberships / Chairmanship			Shares held in Company
	Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships	
Mr. R Ravi Kumar	8	YES	NIL	NIL	NIL	50000
Mr. Dattatray Patil	8	YES	2	NIL	NIL	0
Mrs. Sujata Jonnavittula	8	NO	2	NIL	NIL	0
Mr. M.D.P. Rao	7	YES	NIL	NIL	NIL	0

### INDEPENDENT DIRECTORS MEETING

During the year 2018-19, Independent Directors of the Company met separately on 30<sup>th</sup> March 2019 without the presence of other Directors or Management representatives, to review the performance of the Non Independent Directors, the Board and the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board.

### CODE OF CONDUCT

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. The code of conduct is posted on the Company's website. All Directors and designated personnel in the senior management affirmed compliance with the code of conduct for the year under review. The declaration to this effect furnished by Mr. R. Ravi Kumar Rao, Executive Director is annexed to this report.

Independent Directors do not have any direct or indirect material pecuniary relationship with the Company.

None of the Directors received any loans/advances from the Company during the year under review.

### REMUNERATION TO DIRECTORS

Following are the remuneration details of the directors during the financial year:

Name of Independent Director	Salary	Sitting Fees Paid Rs.
Mr. R. Ravi Kumar	Nil	Nil
Mr. Dattatray Patil	Nil	Nil
Mrs. Sujata Jonnavittula	Nil	Nil
Mr. M. Durgaprasada Rao	Nil	Nil

The disclosure under section 197(12) of the Companies Act, 2013 read Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

**BOARD COMMITTEES:**

The Company has four Board level committees, namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee.

**AUDIT COMMITTEE:**

The Audit committee consists of the following members:

Mr. Dattatray Patil (Chairman)

Mr. R. Ravi Kumar Rao

Mrs. Sujata Jonnavittula

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders relationship committee consists of the following members:

Ms. Sujata Jonnavittula (Chairperson)

Mr. Dattatray Patil

Mr. R. Ravi Kumar Rao

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee consists of the following members:

Ms. Sujata Jonnavittula (Chairman)

Mr. R. Ravi Kumar Rao

Mr. Dattatray Patil

**RISK MANAGEMENT COMMITTEE**

The Risk Management Committee consists of the following members:

Mr. M. Durgaprasada Rao (Chairman)

Ms. Sujata Jonnavittula

Mr. Dattatray Patil

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Dattatray Patil retires at the end of this AGM and has expressed his inability to continue.

The Board places on record its appreciation for the services rendered by Mr. Patil.

**INDEPENDENT DIRECTORS' DECLARATION:**

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

**AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act and the Rules framed there under, M/s. Anant Rao & Mallik, Chartered Accountants (Registration Number : 006266S) were appointed as Auditors of the Company from the conclusion of the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2015 till the conclusion of 39<sup>th</sup> Annual General Meeting.

**COMMENT ON STATUTORY AUDITOR'S REPORT:**

There are no qualifications, reservations, remarks or disclaimers made by M/s. Anant Rao & Mallik, Statutory Auditor, in their audit report. The statutory Auditor have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2018-19.

**SECRETARIAL AUDITOR:**

Pursuant to the requirements of Section 204(1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Mrs. Lakshmmi Subramanian, Practicing Company Secretary (Membership No.3534) was appointed to conduct secretarial audit for the financial year 2018-19.

The Secretarial Audit Report as received from the Secretarial Auditor is annexed to this report as Annexure

**INTERNAL FINANCIAL CONTROLS :**

Your Company has adequate internal financial controls with reference to the financial statements and commensurate with its business operations.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT :**

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the Company. This Code helps the Company to maintain the Standards of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on

matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed the Compliance with the Code.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions contained in the Section 134 (3) (c) of the Companies Act, 2013, the Board to the best of its knowledge and belief and according to the information and explanation obtained by it confirms that:

- a) in the preparation of the Annual Accounts, the applicable Accounting standards had been followed and there were no material departures there from;
- b) the Directors had selected such Accounting policies and applied them consistently and made judgments 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 12 months period ended on 31st March, 2018 and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the Annual Accounts on a going concern basis.

### **BOARD EVALUATION:**

Further the paid up share capital is well within the threshold limit prescribed under Rule 8 (4) of the Companies (Accounts) Rules, 2014. Hence the details of the board evaluation process as per section 134 (3) (p) of the Companies Act, 2013 is not furnished.

### **STATUTORY AUDITORS**

Pursuant to the provisions of section 139 of the Act and the rules framed there under, M/s. Anant Rao & Mallik., Chartered Accountants, (firm registration no.0006266S) were re- appointed as auditors of the company from the conclusion of this Annual General Meeting held on 30th September 2015 till the conclusion of 39th AGM, subject to ratification of their appointment at every AGM.

### **COMMENT ON STATUTORY AUDITOR REPORT**

There are no qualification, reservation, remarks or disclaimers made by Anant Rao & Mallik., Statutory Auditor, in his audit report. The statutory auditor have not reported and incident of fraud by the Company during the financial year 2018-19.

### **SECRETARIAL AUDITOR**

Pursuant to the requirements of Section 204 (1) of the companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed, Ms. Lakshmmi Subramanian & Associates, Practicing Company Secretaries to conduct secretarial audit for the financial year 2018-19

The Secretarial Audit report as received from the secretarial auditor is annexed to this report as Annexure.

### **COMMENT ON SECRETARIAL AUDITOR REPORT**

With reference to the remarks made by the secretarial auditor, Ms. Lakshmmi Subramanian, Practicing Company Secretary bearing (Membership No. 3534 CP No. 1087).), in her Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

### **INTERNAL FINANCIAL CONTROLS**

Your Company has adequate internal financial controls with reference to the financial statements and commensurate with its business operations.

### **RELATED PARTY TRANSACTIONS**

During the year 2018–2019, the Company had not entered into any contract / arrangement / transaction with related parties as per sub-section (1) of section 188 of the Companies Act, 2013. Hence the question of reporting under the requirement of said section doesn't arise.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act,2013 (the "Act") is annexed herewith as Annexure to this report.

### **PERSONNEL**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, forms part of this Report as Annexure III.

The information of employees as per Rule 5(2) of the said Act for the year is "NIL".

### **RISK MANAGEMENT:**

The risk management is overseen by the company on a continuous basis. Major risks, if any, identified in the business and functions are systematically addressed through mitigating action on a continuous basis.

### **DISCLOSURE AS PER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PERVECTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Presently the total number of employees is less than the statutory limit and hence the company has not constituted a separate committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

However the company has zero tolerance for sexual harassment at workplace.

During the financial year 2018-19, the Company has not received any complaints.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Presently the company has very limited activity; no management discussion at large has taken place during the year. Since your company's paid up Equity share capital and net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of revised Clause 49 relating to Corporate Governance does not apply.

### **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

### **CORPORATE GOVERNANCE REPORT**

Since your company's paid up Equity capital and Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of the revised Clause 49 relating to Corporate Governance and vide SEBI circular dated CIR/CFD/POLICY CELL/7/.Hence not applicable to the company.

### **PERFORMANCE EVALUATION OF BOARD, AND DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Board and the same was based on questionnaire and feedback from all the Directors on the Board as a whole and self-evaluation.

A structured questionnaire was prepared after taking into consideration of the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated

on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman of the Board and the Executive Directors was carried out by the Independent Directors.

### **WHISTLE BLOWER POLICY/VIGIL MECHANISM :**

As the activity in the company is very limited, company does not have a whistle blower policy framed at present. However, a full fledged policy shall be in place once the activity in the company takes-off. Further, Directors and employees are having full access to the audit committee to report their genuine and serious concern if they observe any.

### **POLICY OF DIRECTORS' APPOINTMENT AND REMUNARATION:**

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178 of the Act are covered under the Board's policy formulated by the Company.

### **CONVERSION OF ENERGY**

Though the Company has not carried on any manufacturing activities, it had taken steps to converse energy in its office / and stores use, consequent to which energy consumption has been minimized. No additional Proposals/ Investments was made to converse energy. Since the Company has not carried on any industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc., are not applicable.

### **TECHNOLOGY ABSORPTION**

The Company has not adopted / intend to adopt the technology for its business and hence no reporting is required to be furnished under this heading.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the Company has not carried on any export during the financial year under review, the discourses requirement relating to exports, initiatives taken to increase exports; development of new export markets for products and services and export plans do not arise.

### **HUMAN RESOURCES DEVELOPMENT :**

The Management envisions trained and motivated employees as the backbone of the Company. Special attention is given to recruit trained and experienced personnel not only in the production department but also in marketing finance and accounts. The management



strives to retain and improve employees morale. The Company is in the process of revamping the employer employee engagement program.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

Your company is not meeting the threshold as prescribed under Companies Act, 2013, i.e., Net Profit greater than Rs.5 Crores or Turnover greater than Rs.1000 Crores or Net worth greater than Rs. 500 Crores in the preceding 3 Financial Years and therefore Constituting of a CSR committee in accordance with the provisions of section 135 of the Act does not arise.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company.

Directors take this opportunity to convey their thanks to all the valued shareholders and the valuable services rendered by the Officers and Staffs at all levels.

For and on behalf of the Board

Place: Chennai

**Mr. R. Ravikumar Rao**

**Ms. Sujata Jonnavittula**

Date : 29.8.2019

**Whole Time Director**

**Director**

**DIN: 06432101**

**DIN: 07014640**

**SECRETARIAL AUDIT REPORT**

**For the financial year ended 31.03.2019**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To

The Members

**KLK ELECTRICAL LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. KLK ELECTRICAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **KLK ELECTRICAL LIMITED** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015. However, the Regulation 24A relating to secretarial compliance report is not applicable to the company for the period under review.
  - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed and the Uniform Listing Agreement entered with the stock exchanges pursuant to the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015
- iii. In our opinion and as identified and informed by the Management, the company had ceased the operation of manufacturing since the last four years and has no specific activity and turnover being NIL, no specific laws applicable.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above subject to the following observations:

- ◆ strict compliances of Secretarial Standards 1 & 2 in certain areas.
- ◆ The Company has paid additional fee for few forms filed with the Ministry of Corporate Affairs, as per the amendment in Section 403 of the Companies Act, 2013 with during the year under review.
- ◆ Pending updations in the statutory registers during the financial year.
- ◆ The company is in the process of regularising the non-filing of e-form MGT-14 for adoption of accounts.
- ◆ The Company's Promoter shareholding is not 100% in dematerialised form.

We further report that there were no actions/events occurred in the pursuance of;

- (a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives, company is in the process of establishing adequate systems and control mechanism to monitor and ensure compliance with applicable laws including labour laws wherever applicable.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditor and other designated professionals.

**We further report that:**

The Board of Directors / committees (only Audit Committee & Stakeholder Relationship Committee) of the Company is constituted with a balance of one Executive Director and 2 Independent Directors.

Notice is given to all directors to schedule the Board Meetings, Committee Meetings, agenda and strictly not as per ss-1 , however a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, except the compliance of SS-1 and SS-2.

As per the information and explanation given by the Company, its officers and authorized representatives during the conduct of the audit, all decisions at Board Meetings and Committee Meetings are carried out unanimously.

We further report that during the audit period, no events, have occurred during the year, which have a major bearing on the Company's affairs

**For LAKSHMMI SUBRAMANIAN &  
ASSOCIATES**

Srinivasan

Partner

CP No: 1090

Place: Chennai

Date: 28.08.2019

**Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**ANNEXURE-A**

**To**  
**The Members**  
**KLK ELECTRICAL LIMITED**

Our Secretarial Audit Report for the financial year ended 31.3.2019 is to be read along with this Annexure A.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For LAKSHMMI SUBRAMANIAN &  
ASSOCIATES**  
Srinivasan  
Partner  
CP No: 1090

Place: Chennai

Date: 28.08.2019

## INDEPENDENT AUDITORS' REPORT

### The Members

**KLK ELECTRICAL LIMITED,**  
**Chennai.**

We have audited the accompanying Ind AS financial statements of **KLK ELECTRICAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements :**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility :**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the

Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Opinion :**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS :

- a) in the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2019.
- b) in the case of Statement of Profit and Loss, of the Loss for the year ended on that date ;
- c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date; and
- d) the Changes in Equity for the year ended on that date.

### **Report on other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we enclose in the "Annexure A", hereto a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we further report that:
  - i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - iii) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - iv) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.

- v) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
- vi) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”
- vii) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule **11** of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - a) Provision relating to Impact of pending litigations on its financial position in its financial statements - NIL;
  - b) Provision relating to Material Foreseeable Losses on Long-Term Contracts - Not Applicable. The company neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.
  - c) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the company during the year.

**for ANANT RAO & MALLIK**

**Chartered Accountants**

Firm Regn. No. 006266S

**V. ANANT RAO**

Partner

Membership No. 022644

Date: 30.05.32019



**ANNEXURE A” to the Auditor’s Report**

Statement referred to in our report of even date to the members of **KLK ELECTRICAL LIMITED** on the financial statements for the year ended 31<sup>st</sup> .March, 2019.

- (i) a) The Company has maintained proper records showing full particulars of its Intangible assets.
- b) The company does not have any Tangible Fixed Assets.
- (ii) The company does not carry any inventories; hence the clauses in respect of inventories are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) to (iii) (d) of paragraph 3 of the said order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of the section 185 & 186 of the companies act, 2013.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed maintenance of Cost Records under sub - section (1) of section 148 of the Companies Act, 2013.
- (vii) a) The Company has not carried on any business activity during the year and hence, this clause relating to payment of undisputed statutory dues is not applicable.
- b) The Company is not having any disputed liabilities relating to Income Tax or Sales Tax or Service Tax or Cess as at the year end.
- (viii) The Company has not taken term loans from any banks or financial institutions and as such clause relating to defaults is not applicable.
- (ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has not raised any money by way of public offer (including debt instruments) and term loan during the year. There is no issue of debentures during the year.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.

- (xi) In our opinion and according to the information and explanations given to us, the company has not paid any managerial remuneration and hence the provisions of section 197 read with Schedule V to the Act are not applicable to the Company. Therefore, clause (xi) of paragraph 3 of the said order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the company doesn't have any transactions with the related parties and hence sections 177 and 188 of the Act are not applicable to the company.
- (xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act.

Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.

- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**for ANANT RAO & MALLIK**

**Chartered Accountants**

Firm Regn. No. 006266S

**V. ANANT RAO**

Partner

Membership No. 022644

Date: 30.05.2019

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **KLK ELECTRICAL LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on thafitte 2019

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that;

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 (based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**for ANANT RAO & MALLIK**

**Chartered Accountants**

Firm Regn. No. 006266S

**V. ANANT RAO**

Partner

Membership No. 022644

Date: 30.05.2019

**FORM No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31st March, 2019**

**[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration ) Rules, 2014]**

**REGISTRATION AND OTHER DETAILS:**

i. CIN	L72300TN1980PLC008230
ii. Registration Date	18 April, 1980
iii. Name of the Company	KLK Electrical Limited
iv. Category/Sub-Category of the Company	IT Services
v. Address of the Registered Office and contact details	Plot No85, 4 <sup>th</sup> Street, Ganesh AvenueShakthi Nagar, Porur, Chennai 600116
vi. Whether listed company	Yes BSE Limited
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited,Subramanian Building, No.1, Club House Road,Anna Salai, Chennai 600 002.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) Category-wise Share Holding  
 Name of the Company : KLK ELECTRICAL LIMITED  
 Face Value : 10 /-  
 Paidup Shares as on 01-Apr-2018 : 2650000  
 Paidup Shares as on 31-Mar-2019 : 2650000

For the Period From : 01-Apr-2018 To : 31-Mar-2019

Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% Change during the year
		Demat	Physical	% of Total Shares	Demat	Physical	% of Total Shares	
<b>A.</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>							
1.	INDIAN							
a.	INDIVIDUALS/HINDU UNDIVIDEDFAMILY	157349	2200	6.0207	157349	2200	6.0207	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0.0000	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0.0000	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/BANKS	0	0	0.0000	0	0	0.0000	0.0000
e.	ANY OTHER							
	<b>SUB - TOTAL (A)(1)</b>	<b>157349</b>	<b>2200</b>	<b>6.0207</b>	<b>157349</b>	<b>2200</b>	<b>6.0207</b>	<b>0.0000</b>
<b>2.</b>	<b>FOREIGN</b>							
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/FOREIGN INDIVIDUALS)	0	0	0.0000	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0.0000	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0.0000	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0.0000	0	0	0.0000	0.0000
e.	ANY OTHER							
	<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>Total Share Holding of Promoter and Promoter Group (A)= (A) (1) + (A) (2)</b>	<b>157349</b>	<b>2200</b>	<b>6.0207</b>	<b>157349</b>	<b>2200</b>	<b>6.0207</b>	<b>0.0000</b>



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% Change during the year	
		Demat	Physical	Total	Demat	Physical	Total		% of Total Shares
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000	0.0000
d.	ANY OTHER								
	HINDU UNDIVIDED FAMILIES	11401	0	11401	11501	0	11501	0.4302	0.4340
	NON RESIDENT INDIANS	1300	37700	39000	1300	37200	38500	1.4716	1.4528
		12701	37700	50401	12801	37200	50001	1.9019	1.8868
	TOTAL								
	SUB - TOTAL (B)(2)	2155901	334550	2490451	2162101	328350	2490451	93.9792	93.9792
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	2155901	334550	2490451	2162101	328350	2490451	93.9792	93.9792
	TOTAL (A)+(B)	2313250	336750	2650000	2319450	330550	2650000	100.0000	100.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPT SHAVE BEEN ISSUED								
	Promoter and Promoter Group	0	0	0	0	0	0	0.0000	0.0000
	Public	0	0	0	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	2313250	336750	2650000	2319450	330550	2650000	100.0000	100.0000



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(ii) Share Holding of Promoters : : KLK ELECTRICAL LIMITED  
 Name of the Company

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			FOLIO/ DP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares				
1	V LAVAKUMAR HAVING SAME PAN	95349	3.5980	0.0000	95349	3.5980	0.0000	IN30290241054053	AACPV1363F	0	0
1	LAVAKUMAR V HAVING SAME PAN	1100	0.0415	0.0000	1100	0.0415	0.0000	00001261	AACPV1363F	0	0
1	LAVAKUMAR V	100	0.0037	0.0000	100	0.0037	0.0000	00001259	AACPV1363F	0	0
2	DEVI LAVAKUMAR HAVING SAME PAN	62000	2.3396	0.0000	62000	2.3396	0.0000	IN30290241062296	AETPD5909A	0	0
2	DEVI LAVAKUMAR HAVING SAME PAN	100	0.0037	0.0000	100	0.0037	0.0000	00000438	AETPD5909A	0	0
2	DEVI LAVAKUMAR HAVING SAME PAN	100	0.0037	0.0000	100	0.0037	0.0000	00001236	AETPD5909A	0	0
2	DEVI LAVA KUMAR	100	0.0037	0.0000	100	0.0037	0.0000	00001260	AETPD5909A	0	0
3	KARTHIK L	700	0.0264	0.0000	700	0.0264	0.0000	00001258	AIKPDS789K	0	0

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(iii) Change in Promoters' Shareholding (Please specify, there is no change)  
 Name of the Company : KLK ELECTRICAL LIMITED

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	V LAVAKUMAR						
	At the beginning of the year 01-Apr-2018	95349	3.5980	95349	3.5980	'IN30290241054053	AACPV1363R
	At the end of the Year 30-Mar-2019 HAVING SAME PAN	95349	3.5980	95349	3.5980		
1	LAVAKUMAR V						
	At the beginning of the year 01-Apr-2018	1100	0.0415	1100	0.0415	'00001261	AACPV1363R
	At the end of the Year 30-Mar-2019 HAVING SAME PAN	1100	0.0415	1100	0.0415		
1	LAVAKUMAR V						
	At the beginning of the year 01-Apr-2018	100	0.0037	100	0.0037	'00001259	AACPV1363R
	At the end of the Year 30-Mar-2019	100	0.0037	100	0.0037		
2	DEVI LAVAKUMAR						
	At the beginning of the year 01-Apr-2018	62000	2.3396	62000	2.3396	'IN30290241062296	AETPD5909A
	At the end of the Year 30-Mar-2019 HAVING SAME PAN	62000	2.3396	62000	2.3396		
2	DEVI LAVAKUMAR						
	At the beginning of the year 01-Apr-2018	100	0.0037	100	0.0037	'00000438	AETPD5909A
	At the end of the Year 30-Mar-2019 HAVING SAME PAN	100	0.0037	100	0.0037		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(iii) Change in Promoters' Shareholding (Please specify, there is no change)  
 Name of the Company : KLK ELECTRICAL LIMITED

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
2	DEVI LAVAKUMAR At the beginning of the year 01-Apr-2018	100	0.0037	100	0.0037	*00001236	AETPD5909A
		100	0.0037	100	0.0037		
2	DEVI LAVA KUMAR At the beginning of the year 01-Apr-2018	100	0.0037	100	0.0037	*00001260	AETPD5909A
		100	0.0037	100	0.0037		
3	KARTHIK L At the beginning of the year 01-Apr-2018	700	0.0264	700	0.0264	*00001258	AIKPD8789K
		700	0.0264	700	0.0264		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Contd.**

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):  
 Name of the Company : **KLK ELECTRICAL LIMITED**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	UDAY KRANTI INVESTMENTS LIMITED						
	At the beginning of the year 01-Apr-2018	350000	13.2075	350000	13.2075	*12035200000091202	AAACU5006D
	Sale 29-Mar-2019	-245000	9.2452	105000	3.9622		
	At the end of the Year 30-Mar-2019	105000	3.9622	105000	3.9622		
2	RAJENDRA NANIWADKAR						
	At the beginning of the year 01-Apr-2018	335200	12.6490	335200	12.6490	*1203070000043811	AAMPND799F
	At the end of the Year 30-Mar-2019	335200	12.6490	335200	12.6490		
	HAVING SAME PAN						
2	RAJENDRA NANIWADKAR						
	At the beginning of the year 01-Apr-2018	80000	3.0188	80000	3.0188	*IN30273410001912	AAMPND799F
	At the end of the Year 30-Mar-2019	80000	3.0188	80000	3.0188		
	HAVING SAME PAN						
2	RAJENDRA NANIWADKAR .						
	At the beginning of the year 01-Apr-2018	900	0.0339	900	0.0339	*1203520000040423	AAMPND799F
	At the end of the Year 30-Mar-2019	900	0.0339	900	0.0339		
	HAVING SAME PAN						
3	MAYUR N DHAROD						
	At the beginning of the year 01-Apr-2018	300000	11.3207	300000	11.3207	*1205140000154269	AFOPD9800J
	At the end of the Year 30-Mar-2019	300000	11.3207	300000	11.3207		
	HAVING SAME PAN						
3	MAYUR N DHAROD .						
	At the beginning of the year 01-Apr-2018	12000	0.4528	12000	0.4528	*12035200000095794	AFOPD9800J
	At the end of the Year 30-Mar-2019	12000	0.4528	12000	0.4528		
	HAVING SAME PAN						

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Contd.**

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):  
 Name of the Company : **KLK ELECTRICAL LIMITED**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
4	J SRI RAMACHANDRA DURGA PRASAD	205000	7.7358	205000	7.7358	'IN30273410068824	ABBPJ8367R
		205000	7.7358	205000	7.7358		
5	G HANUMANTHA RAO	157050	5.9264	157050	5.9264	'1205450000186441	ABGG6911M
		157050	5.9264	157050	5.9264		
6	HITESH RAMJI JAVERIJT						
		1 : RADHABAI RAMJI JAVERIJT					
	2 : HARSHA HITESH JAVERI						
		At the beginning of the year 01-Apr-2018	81000	3.0566	81000	3.0566	'IN30036020087818
At the end of the Year 30-Mar-2019	81000	3.0566	81000	3.0566			
7	SHANTA DATTATRAY PATIL						
		At the beginning of the year 01-Apr-2018	50200	1.8943	50200	1.8943	'1203070000198556
At the end of the Year 30-Mar-2019	50200	1.8943	50200	1.8943			
8	RAYAPURAJU RAVIKUMAR RAO						
		At the beginning of the year 01-Apr-2018	50000	1.8867	50000	1.8867	'1203520000095566
At the end of the Year 30-Mar-2019	50000	1.8867	50000	1.8867			
9	DEVEN NANIWADKAR .						
		At the beginning of the year 01-Apr-2018	44175	1.6669	44175	1.6669	'1203520000038469
At the end of the Year 30-Mar-2019	44175	1.6669	44175	1.6669			

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Contd.**

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):  
 Name of the Company : **KLK ELECTRICAL LIMITED**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
10	ANKIT GALA						
	At the beginning of the year 01-Apr-2018	40000	1.5094	40000	1.5094	'IN30273410065935	ATLPG0972B
	At the end of the Year 30-Mar-2019	40000	1.5094	40000	1.5094		
	<b>NEW TOP 10 AS ON (30-Mar-2019)</b>						
11	VIDYA S JONNALAGADDA .						
	At the beginning of the year 01-Apr-2018	14405	0.5435	14405	0.5435	'1203520000099896	AOPPJ1530H
	Purchase 22-Jun-2018	450	0.0169	14855	0.5605		
	Purchase 21-Sep-2018	1050	0.0396	15905	0.6001		
	Purchase 29-Mar-2019	115000	4.3396	130905	4.9398		
	At the end of the Year 30-Mar-2019	130905	4.9398	130905	4.9398		
12	SOBHANADITYA JONNALAGADDA .						
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000	'1203520000117103	AAYPJ9289L
	Purchase 29-Mar-2019	130000	4.9056	130000	4.9056		
	At the end of the Year 30-Mar-2019	130000	4.9056	130000	4.9056		

**KLK ELECTRICAL LIMITED**

Old No. 32, New No.64 , 8th Cross Street , West Shenoy Nagar, Chennai 600 030

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017**

<b>S. No.</b>	<b>Particulars</b>	<b>Schedule No.</b>	<b>2016-17 Rs.</b>	<b>2015-16 Rs.</b>
	<b>INCOME :</b>			
	Revenue from Operations	8	-	-
	Total Revenue (I )	-	-	-
	<b>EXPENDITURE :</b>			
	Employee Cost	9	150,000	120,000
	Other Expenses	10	758,774	855,965
	Depreciation		-	-
	Total Expenses		908,774	975,965
	<b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		(908,774)	(975,965)
	Exceptional Items :			
	- Dividend received on investment		200,000.00	180,000.00
	<b>PROFIT BEFORE TAX</b>		(708,774)	(795,965)
	Tax Expense :			
	a) Current Tax		-	-
	b) Deferred Tax		-	-
	<b>Net Profit/(Loss) After Tax</b>		(708,774)	(795,965)
	(from Continuing Operations)			
	<b>Earnings Per share - Basic</b>		(0.27)	(0.30)

**for ANANT RAO & MALLIK**

 Chartered Accountants  
 Firm Regn. No. 006266S

(Sd/)

**V. ANANT RAO**

Partner

Membership No. 022644

For and on behalf of the Board

**Mr. R. Ravikumar Rao**

Whole Time Director

DIN: 06432101

**Ms. Sujata Jonnavittula**

Director

DIN: 07014640

**COMPLIANCE CERTIFICATE****(Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations, 2015)****To****The Board of Directors****KLK Electrical Limited**

We, the undersigned in our respective capacities as Executive Director and Chief Financial Officer of KLK Electrical Limited (“the Company”), to the best of our knowledge and belief certify that:

- (A) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2019 and based on our knowledge and belief, we state that:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
  - ii. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.
- (C) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- i. significant changes, if any, in the internal control over financial reporting during the year;
  - ii. significant changes, if any, in the accounting policies made during the year and the same has been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over financial reporting.

**R. Ravi Kumar Rao**

Executive Director

**G. Raja Rao**

Chief Financial Officer

Date: 29-08-2019

Place: Hyderabad



## **Declaration of Compliance with the Code of Conduct**

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2019.

Date : 29-08-2019  
Place : Hyderabad

**R. Ravi Kumar Rao**  
Executive Director

**KLK ELECTRICAL LIMITED**

Old No. 32, New No.64 , 8th Cross Street , West Shenoy Nagar, Chennai 600 030

**BALANCE SHEET AS AT MARCH 31, 2019**

S. No.	Particulars	Schedule No.	31-3-2019 Rs.	31-3-2018 Rs.
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1.</b>	<b>SHAREHOLDERS' FUNDS</b>			
	a) Share Capital	1	26,500,000	26,500,000
	b) Reserves & Surplus	2	(6,773,277)	(6,064,503)
			<b>19,726,723</b>	<b>20,435,497</b>
<b>2.</b>	<b>Current Liabilities</b>			
	a) Trade Payables		-	-
	b) Other Current Liabilites	3	928,076	759,926
	<b>TOTAL</b>		<b>20,654,799</b>	<b>21,195,423</b>
<b>II.</b>	<b>ASSETS :</b>			
	<b>1. NON CURRENT ASSETS:</b>			
	<b>FIXED ASSETS :</b>			
	- Intangible Assets	4	5,562,573	5,562,573
	Non Current Investments	5	2,535,001	2,535,001
	<b>2. CURRENT ASSETS</b>			
	a) Trade Receivables	6	8,682,007	8,682,007
	b) Cash & Cash Equivalents	7	47,218	87,842
	c) Short Term Loans and Advances	8	3,828,000	4,328,000
	<b>TOTAL</b>		<b>20,654,799</b>	<b>21,195,423</b>

 Significant Accounting Policies and Notes  
to the Financial Statements

A &amp; B

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The accompanying notes are an integral part of the financial statements

**for ANANT RAO & MALLIK**

 Chartered Accountants  
Firm Regn. No. 006266S

(Sd/)

**V. ANANT RAO**

 Partner  
Membership No. 022644

For and on behalf of the Board

**Mr. R. Ravikumar Rao**

 Whole Time Director  
DIN: 06432101

**Ms. Sujata Jonnavittula**

 Director  
DIN: 07014640

**KLK ELECTRICAL LIMITED**

Old No. 32, New No.64 , 8th Cross Street , West Shenoy Nagar, Chennai 600 116.

**B. NOTES TO THE FINANCIAL STATEMENTS :**
**1. Share Capital :**

1.1 Details of the Authorized, Issued, Subscribed and Paid up share capital have been depicted in the table below :

Particulars	Ref No.	31-03-2019 Rs.	31-03-2018 Rs.
<b>Authorized :</b> 50,00,000 Equity shares of Rs. 10/- each	1.2	50,000,000	50,000,000
<b>Total</b>		50,000,000	50,000,000

**Issued, Subscribed and Paid-up :**

Particulars	Ref No.	31-03-2019 Rs.	31-03-2018 Rs.
26,50,000 Equity shares of Rs. 10/- each		26,500,000	26,500,000
<b>Total</b>		26,500,000	26,500,000

1.2 The Company has only one class of equity shares having a per value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

There is no increase in number of equity shares during the year.

1.3 The following is the list of the shareholders holding more than 5% Equity Shares :

Name of Shareholder	Ref No.	31-03-2019		31-03-2018	
		No. of Shares	%age	No. of Shares	%age
a) RAJENDRA NANIWADKAR		4,16,100	15.70	3,36,100	12.68
b) J. SRI RAMACHANDRA DURGA PRASAD		2,05,000	7.74	2,05,000	7.74
c) G. HANUMANTHA RAO		1,57,050	5.93	1,57,050	5.93
d) MAYUR N DHAROD		3,12,000	11.77	3,12,000	11.77

**2. Reserves & Surplus :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Capital Reserves	13,500	13,500
b) Securities Premium Reserves	7,000,000	7,000,000
	7,013,500	7,013,500
<b>c) Surplus/(Deficit) in Statement of Profit &amp; Loss :</b>		
Balance as per the last Financial Statements	(13,078,003)	(12,282,038)
Add : Transfer from Statement of Profit and Loss	(708,774)	(795,965)
	(13,786,777)	(13,078,003)
<b>Total</b>	<b>(6,773,277)</b>	<b>(6,064,503)</b>

**3. Other Current Liabilities :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Creditors for Expenses	928,076	759,926
	928,076	759,926

**4. Fixed Assets - Intangibles :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Technical Know-How	5,562,573	5,562,573
- Less : Amortisation till date	-	-
	5,562,573	5,562,573
	5,562,573	5,562,573

**5. Non-Current Investments :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
Investments in Equity Shares ( at Cost )	2,535,001	2,535,001
	2,535,001	2,535,001

**6. Trade Receivables :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
<b>Sundry Debtors :</b> (Unsecured and Considered good unless otherwise stated)		
- Debts Outstanding for a period exceeding six months	8,682,007	8,682,007
- Other Debts	-	-
	8,682,007	8,682,007

**7. Cash & Cash Equivalents :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Balances with Banks : - in Current Accounts	44,718	85,342
b) Cash on Hand	2,500	2,500
	47,218	87,842

**8. Short term Loans and Advances :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Advances Given to Others	3,828,000	4,328,000
	3,828,000	4,328,000

**9. Revenue from Operations :**

<b>Particulars</b>	<b>31-03-2019</b> Rs.	<b>31-03-2018</b> Rs.
a) Software Development Income	-	-
	-	-

**10. Employee Benefits Expenses :**

<b>Particulars</b>	<b>31-03-2019</b>	<b>31-03-2018</b>
	Rs.	Rs.
a) Salaries to Staff	150,000	120,000
b) Staff Welfare Expenses	-	-
	150,000	120,000

**11. Other Expenses :**

<b>Particulars</b>	<b>31-03-2019</b>	<b>31-03-2018</b>
	Rs.	Rs.
<b>a) Administrative Expenses :</b>		
- Rent	62,363	51,891
- Legal & Consultancy Charges including listing/depository/registrar fees	540,024	665,410
- Travelling & Conveyance Expenses	-	-
- Postage & courier Charges	60,329	37,840
- Advertisement Charges	37,968	42,734
- Printing & Stationery	30,000	30,000
- Office Maintenance	-	-
- Auditors remuneration	28,090	28,090
	758,773.50	855,965

**12. Contingent Liabilities : NIL**

**13.** Balances standing to the debit/credit of Sundry Creditors, Sundry Debtors, Advances and various parties accounts are subject to confirmation and reconciliation.

**14.** a) There were no employees drawings remuneration in excess of the limits laid down in Section 197 of the Companies Act, 2013.

b) No provision for retirement benefits has been made in the accounts contrary to the requirements of Accounting Standard No. 15 issued by the Institute of Chartered Accountants of India. (Amounts not quantified).

**15. Additional Information :** (As given by Management and not verified by the Auditors)

a) Value of Inputs consumed during the year : NIL

b) Foreign Exchange Inflow / Outflow : NIL

c) Related Party Disclosures :

- i) Key Management Personnel : 1. Mr. RAYAPURAJU RAVIKUMAR RAO  
Director
- ii) Related Party Transactions : NIL

**16. Earnings Per Share (EPS) :**

Earnings per Share is calculated in accordance with Accounting Standard 20 - 'Earnings per Share' notified by the Company's (Accounting Standards) Rules, 2006 (as amended).

<b>Particulars</b>	<b>31-03-2019</b>	<b>31-03-2018</b>
	Rs.	Rs.
Profit after Tax	(708,774)	(795,965)
Number of Ordinary Shares	2,650,000	2,650,000
Weighted Average Number of Ordinary Shares	2,650,000	2,650,000
Earnings per Share (Rs.) - Basic and Diluted	(0.27)	(0.30)

- 17. Dues to Micro, Small and Medium Enterprises outstanding : 2018-19 : NIL  
for more than 45 days as at Balance Sheet date : 2017-18 : NIL
- 18. Payments to Auditors : 2018-19 : Rs. 28,090/-  
(for Audit & Taxation matters ) 2017-18 : Rs. 28,090/-
- 19. Deferred Tax has been provided on timing differences relating to depreciation.
- 20. Previous year's figures have been regrouped wherever necessary.

SIGNATURES TO SIGNIFICANT ACCOUNTING  
POLICIES AND NOTES TO ACCOUNTS

Place : Chennai  
Date : 30.5.2019

**R. RAVI KUMAR RAO**  
Managing Director

**SUJATA JONNAVITTULA**  
Director

**KLK ELECTRICAL LIMITED****1. SIGNIFICANT ACCOUNTING POLICIES****a. Accounting Concepts**

The Company follows mercantile system of accounting and recognises income and expenses on accrual basis.

Accounting policies not specifically referred to are consistent with Generally Accepted Accounting Principles as applicable followed in India.

**b. Revenue Recognition**

All expenses and income are accounted for on mercantile basis except accounting of relief, incentives and concessions, which are accounted for as and when the amounts finally receivable against these are ascertained.

**c. Fixed Assets**

Fixed Assets are stated at cost including taxes, freight and other incidental expenses incurred in relation to acquisition and installation of the same.

**d. Depreciation**

Depreciation on Fixed Assets will be provided on the useful lives of Assets based on the management estimate of useful lives.

**e. Investments**

Long term Investments are stated at cost. Decline in value of long term investments, other than temporary is provided for.

**f. Inventories**

Raw materials, bought out components, consumable stores and spares are valued at cost.

**g. Retirement Benefits**

As there were no employees in the Company at the year end, no provision for gratuity/PF has been made in the books of account.

**h. Foreign Exchanges Transactions**

There are no foreign exchange transactions.



**i. Leases**

There are no lease transactions entered into by the company so far.

**j. Taxation**

Provision for current tax, if any, is made in accordance with the provisions of Income Tax Act, 1961. Current Tax is determined as the amount of tax payable in respect of taxable income for the period.

Deffered tax is recognised, subject to prudence, if timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

**k. Intangible Assets**

Intangible assets in the form of technical know how and drawings are acquired from foreign collaborator and held for manufacture of new products. The cost of the same would be written off uniformly over a period of six years commencing from the year in which the new products using the technical know how are manufactured.

**l. Earning Per Share**

The Company reports basic and diluted earnings per share in accordance with the Accounting Standard 20.

**m. Contingencies**

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the Notes on accounts.

For and behalf of the Board  
POLICIES AND NOTES TO ACCOUNTS

Date : 30.5.2019

Place : Chennai

**R.RAVI KUMAR RAO**

Managing Director

**SUJATA JONNAVITTULA**

Director

**KLK ELECTRICAL LIMITED**

**Cashflow Statement for the year ended 31st March, 2019**

	<b>Particulars</b>	<b>2016-19 Rs.</b>	<b>2015-18 Rs.</b>
<b>A.</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit before Tax	-708,774	-795,965
	<u>Adjustments for:</u>		
	Depreciation	-	-
	Interest on Fixed Deposit & Others Received	-200,000	-180,000
	Interest Paid	-	-
	<b>Operating Profit before Working Capital Changes</b>	<b>-908,774</b>	<b>-975,965.00</b>
	Decrease / (Increase) in Trade Receivables	-	-
	Increase / (Decrease) in Trade Payables	-	-
	Increase / (Decrease) in Short Term Provisions	-	-
	Increase / (Decrease) in Other Current Liabilities	168,150	190,437
	<b>Cash generated from Operating Activities</b>	<b>-740,624</b>	<b>-785,528</b>
	Income Tax Paid	-	-
	<b>Net Cash Flow from Operating Activities</b>	<b>-740,624</b>	<b>-785,528</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>		
	Acquisition of Fixed Assets	-	-
	Changes In Advances	500,000	672,000
	Changes in Investments	0	-
	Dividend received	200,000	180,000
	<b>Net Cash Flow from Investing Activities</b>	<b>700,000</b>	<b>852,000</b>

**KLK ELECTRICAL LIMITED**

**Cashflow Statement for the year ended 31st March, 2019**

	Particulars	2016-19 Rs.	2015-18 Rs.
<b>C.</b>	<b>Cash Flow from Financing Activities</b>		
	Short-Loans Taken / (Repaid)	-	-
	Long-Term - Secured Loans	-	-
	<b>Net Cash Flow from Financing Activities</b>	-	-
	<b>Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>-40,624</b>	<b>66,472</b>
	Opening Cash and Cash Equivalents	87,842	21,370
	<b>Closing Cash and Cash Equivalents</b>	<b>47,219</b>	<b>87,842</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Govt under Companies (Accounting Standards) Rules, 2006.
2. Previous year figures have been regrouped / rearranged, wherever necessary to conform to the current period classification.

for **ANANT RAO & MALLIK**  
Chartered Accountants  
FRN : 006266S

**V ANANT RAO**  
Partner  
M.No. 022644

FOR AND ON BEHALF OF BOARD

**R.RAVI KUMAR RAO**  
Director

**SUJATA JONNAVITTULA**  
Director

Date : 30.5.2019

Place : Chennai

**KLK ELECTRICAL LIMITED**

REGISTERED OFFICE: Old No.32, New No.64,  
8<sup>th</sup> Cross Street, West Shenoy Nagar, Chennai 600 030  
**CIN: L72300TN1980PLC008230**

**38<sup>th</sup> Annual General Meeting, Saturday 28<sup>th</sup> day of September, 2019 at 12.00 Noon**

**BALLOT PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>Resolution No.</b>	<b>Description of Resolution</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
<b>Ordinary Business</b>				
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 together with the Report of the Board of Directors and Auditors thereon.			
2	Re-appointment of M/s. Anant Rao & Mallik, Chartered Accountants as statutory Auditors of the Company.			
<b>Special Business</b>				
3	To appoint Mr.R.RaviKumar Rao as a Whole Time Director of the Company.			
4.	To appoint Mr.B.Locabhi Ram as an Independent Director of the Company.			

Place:

Date:

(Signature of the Shareholder)

**KLK ELECTRICAL LIMITED**

REGISTERED OFFICE: Old No.32, New No.64,  
8<sup>th</sup> Cross Street, West Shenoy Nagar, Chennai 600 030

**CIN: L72300TN1980PLC008230**

**38<sup>th</sup> Annual General Meeting, Saturday 28<sup>th</sup> day of September, 2019 at 12.00 Noon**

**PROXY FORM**

**(Form No:MGT-11)**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio/ DP ID - Client ID No.:	

I/We being the member(s), holding \_\_\_\_\_ shares of \_\_\_\_\_ Limited hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September, 2019 at 12.00 Noon. at and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*		
		For	Against	Abstain
Ordinary Business:				
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 together with the Report of the Board of Directors and Auditors thereon.			
2	Re-appointment of M/s. Anant Rao & Mallik, Chartered Accountants as Statutory Auditors of the Company.			
Special Business:				
3	To appoint Mr.R.RaviKumar Rao as a Whole Time Director of the Company.			
4.	To appoint Mr.B.Locabhi Ram as an Independent Director of the Company.			

**Note:**

- \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Rs.1/- Revenue Stamp
-------------------------------------

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38<sup>th</sup> Annual General Meeting.
- Please complete all details including details of member(s) in above box before submission.

**KLK ELECTRICAL LIMITED**

REGISTERED OFFICE: Old No.32, New No.64,  
8<sup>th</sup> Cross Street, West Shenoy Nagar, Chennai 600 030

**CIN: L72300TN1980PLC008230**

**38<sup>th</sup> Annual General Meeting, Saturday 28<sup>th</sup> day of September, 2019 at 12.00 Noon**

**ATTENDANCE SLIP**

Folio No./DP ID :Client ID No:

No. of Shares held:

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company will be held at "**Old No.313, New No.455, Anna Salai, Teynampet, Chennai 600030**" on **Saturday, 28<sup>th</sup> September 2019 at 12 Noon.**

.....  
Name of the Member/Proxy in BLOCK LETTERS

.....  
Member's/Proxy's Signature

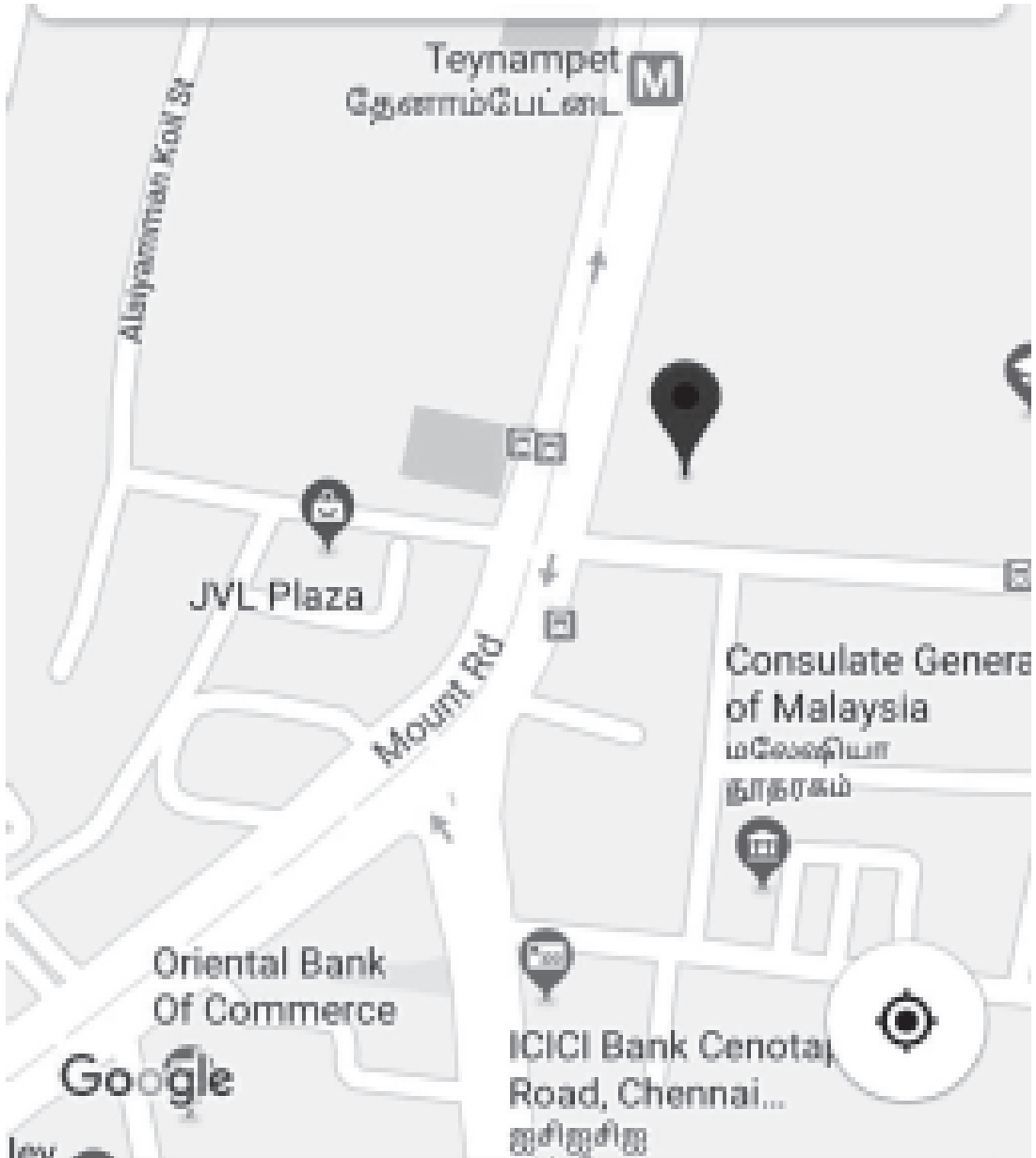
Please fill this attendance slip and hand it over at the entrance of the hall.

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# ROUTE MAP



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Old No. 32, New No. 64,  
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