

TRANSFORMERS AND ELECTRICALS KERALA LIMITED

(A Joint Venture of Government of Kerala and NTPC Limited)

Registered Office:
Angamally South P.O.
Pin-683 573
Ernakulam District
Kerala, India



CIN: U31102KL1963SGC002043
Phone : 0484 2454597
Fax : 0484 2452873
E Mail : cs@telk.com
Website: www.telk.com

NOTICE

NOTICE IS HEREBY given that the 53rd Annual General Meeting of the Company will be held at the Registered Office of the Company at Angamally at 3.00 p.m. on Thursday, the 29th day of September 2016 to transact the following business:

ORDINARY BUSINESS

1. To appoint a Director in place of Shri. M.P. Salim (DIN: 05275353), who retires by rotation and being eligible, offers himself for re-appointment.
2. To appoint a Director in place of Shri. U.P. Pani (DIN: 03199828), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force), the Company hereby ratify the remuneration of Rs. 75,000/- plus service tax as applicable, payable to Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17 as per details set out in the Statement annexed to the Notice convening this Meeting.

By Order of the Board
For Transformers and Electricals Kerala Limited
Sd/-
(Joffy George)
Company Secretary

Angamally
29.08.2016

Regarding Adoption of Audited Financial Statements, Board's Report, Auditors' Report, Comments of the Comptroller and Auditor General of India, Finance Secretary, Government of Kerala and Company's replies:

As per Article 154 A of the Articles of Association of the Company, comments of the Finance Secretary, Government of Kerala on the Annual Accounts along with replies shall be placed before the Board of Directors and the Annual General Meeting of the Company as an addendum to the Board's Report. As per Sections 395 and 143 (6) of the Companies Act, 2013, comments of C&AG shall be sent by the Company to every person entitled to copies of Audited Financial Statements and also placed before the General Meeting. The Annual Accounts of the Company for the year 2015-16 was approved by the Board of Directors at their 306th meeting held on 18.07.2016. Audited Accounts along with Auditors' Report was submitted for comments to Finance Secretary, Government of Kerala and C&AG. The Auditors' Report and Board's Report are to be placed at the Board Meeting of the Company along with comments of Comptroller and Auditor General of India and Finance Secretary, Government of Kerala and company's replies to the comments. The same have to be placed before the General Meeting for adoption. Since the comments are not yet received, the meeting may be adjourned.

Notes:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the Registered Office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the Notice and can also be downloaded from the website of the Company.
2. Members are hereby informed that Dividends which remain unclaimed / unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956 (Section 124 of Companies Act, 2013).
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
6. Members are requested to notify any change in address to their Depository Participants in respect of shares held in dematerialized form and to the Registrar and Share Transfer Agents of the Company in the following address:
M/s. INTEGRATED ENTERPRISES (INDIA) LTD.
KENCES TOWERS, T NAGAR
CHENNAI – 600 017,
PH : 044 – 28140801, E. Mail: corpseiv@iepindia.com
7. Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise the right to vote by electronic means. The Company has arranged this facility in the CDSL platform. Members whose names appear in the Register of Members / List of Beneficiary Owners as on 22nd September 2016 are entitled to vote on the resolutions set forth in the Notice.
8. Members who have acquired shares after the despatch of Notice and before cutoff date may approach the Company for issuance of User ID and Password for exercising their votes by electronic means.
9. The e-voting period will commence on Monday, at 10.00 a.m. on 26th September 2016 and will end on Wednesday, 5.00 p.m. on 28th September 2016. The Company has appointed CS. Vivek Vijayan, Partner, PROFICIO Corporate Solutions, L2 – 25, JRWA, Justice Lane, Major Road, Vytilla, Cochin – 682 019 to act as scrutinizer for conducting scrutiny of the votes cast.
10. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
11. The facility for voting through ballot paper shall be made available at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
12. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting as given below:

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 26th September 2016 (10.00 am) and ends on Wednesday, 28th September 2016 (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 (22.09.2016) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. Sequence No. is printed on your address label. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant (Transformers & Electricals Kerala Limited) on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

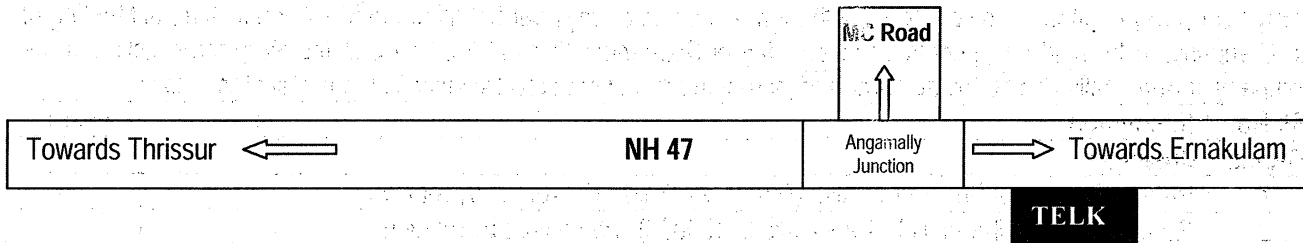
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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 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.
 - 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 linked in the login should be mailed to 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The following person shall be responsible to address grievances concerned with facility for remote e-voting:
 Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors, subject to approval of Central Government approved the appointment and remuneration of M/s. Rajendran, Mani & Varier, Cost Accountants, Kochi to conduct the audit of the cost records maintained for the products manufactured by the Company for the year ending March 31, 2017. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 75,000/- plus Service Tax as applicable payable to the Cost Auditor as approved by the Board of Directors, has to be ratified by the shareholders. Accordingly, consent of the members is being sought for ratifying the remuneration payable to the Cost Auditor for the year ending March 31, 2017. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in or concerned with the resolution.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



TRANSFORMERS AND ELECTRICALS KERALA LIMITED

Registered Office:
 Angamally South P.O.
 Pin-683-573
 Ernakulam District
 Kerala, India



CIN: U31102KL1963SGC002043
 Phone : 0484 2454597
 Fax : 0484 2452873
 E Mail : cs@telk.com
 Website: www.telk.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I hereby record my presence at the 53rd Annual General Meeting of the Company, convened on Thursday, the 29th day of September 2016 at 3.00 p.m. at the Registered Office of the Company at Angamally.

Reg. Folio No: DP ID No.:

Client ID No:No. of Shares:

Name and Address of Equity Shareholder (IN BLOCK LETTERS):

Name and Address of the Proxy (IN BLOCK LETTERS):

Signature of the Equity Shareholder / Proxy



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CIN: U31102KL1963SGC002043
Angamally South P.O., PIN-683 573
Ernakulam District, Kerala, India
www.telk.com, cs@telk.com

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 No/ Client Id: _____

DP ID: _____

I/We, being the member (s) holding shares of the above named company, 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 53rd Annual General Meeting of the Company, to be held on Thursday, the 29th day of September 2016 at 3.00 p.m. at the Registered Office of the Company at Angamally and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
Ordinary Business			
1	Re-appointment of Shri. M.P. Salim (DIN: 05275353), who retires by rotation		
2	Re-appointment of Shri. U.P. Pani (DIN: 03199828), who retires by rotation		
Special Business			
3	Fixation of remuneration of Cost Auditors of the Company for the year 2016-17		

Signed this..... day of..... 2016

Signature of Shareholder: _____

Signature of Proxy holder(s) _____

Affix Re.1/- Revenue Stamp

Notes:

1. 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.
2. Please put 'X' in the appropriate column against the resolutions indicated in the Box.