

# 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  
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Website: www.telk.com

## NOTICE

**NOTICE IS HEREBY** given that the 51<sup>st</sup> Annual General Meeting of the Company will be held at the Registered Office of the Company at Angamally at 3.00 p.m. on Monday, the 29<sup>th</sup> day of September 2014 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Report of the Board of Directors, Profit & Loss Account for the financial year ended on 31<sup>st</sup> March 2014 and the Balance Sheet as at that date and the Report of Auditors' thereon.
2. To appoint a Director in place of Shri. A.K. Jha (DIN 03590871), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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**

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.  
"RESOLVED THAT audit fee at the rate of Rs.1,30,000/- plus traveling and other out of pocket expenses and service tax be paid to the Statutory Auditors of the Company viz., M/s. G. Joseph & Associates, Chartered Accountants, Kochi for the audit of the Company for the year 2013-14."
5. To approve the related party transactions with M/s. NTPC Limited and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution  
"RESOLVED THAT, pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into contracts with M/s. NTPC Limited, for supply of transformers, other products, spares, related services in a manner and on such terms and conditions as may be mutually agreed.  
RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

Copy of the Annual Accounts along with the Directors' and Auditors' Reports, the Comments of Additional Chief Secretary (Finance), Government of Kerala and company's replies are enclosed.

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

Place : Angamally  
Date : 01.09.2014

**Notes:**

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself 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 Annual Report 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. Kindly bring your copies of the Annual Report to the meeting.
7. 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

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

**Item No. 4**

The Comptroller & Auditor General of India vide their letter No. CA.V/COY/KERALA, TRANSF (1) / 176 dated 01.08.2013 appointed M/s. G. Joseph & Associates, (SR0870), Chartered Accountants, Kochi as Statutory Auditors of the Company for the year 2013-14. The Board of Directors at its meeting held on 20.08.2013 decided to recommend an audit fee of Rs.1,30,000/- plus traveling and other out of pocket expenses and Service Tax to the Statutory Auditors for the year 2013-14. As per the provisions of Section 139 (5), 139 (7) and Section 142 of the Companies Act, 2013 the appointment of Auditors of Government Companies will be done directly by the Comptroller and Auditor General of India and fixation of their remuneration shall be by the shareholders of the Company.

**Item No. 5**

M/s. NTPC Limited. is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, and thus the transactions through negotiated route requires the approval of members by a Special Resolution under Section 188 of the Companies Act, 2013.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- i. Name of the related party: NTPC Limited
- ii. Name of the Directors or Key Managerial personnel who are related: Shri. A.K. Jha, Director, Shri. U.P. Pani, Director, Shri. Sudhir Arya, Director and Shri. Prabhat Kumar, Managing Director.
- iii. Nature of relationships: Shri. A.K. Jha (Director, Technical, NTPC Limited), Shri. U.P. Pani (Director, Human Resources, NTPC Limited), Shri. Sudhir Arya (Executive Director, Finance, NTPC Limited) Shri. Prabhat Kumar (General Manager, NTPC Limited on deputation to TELK as Managing Director).
- iv. Nature, material terms, monetary value and particulars of the contract or arrangement: Contracts with M/s. NTPC Limited, for supply of transformers, other products, spares, related services in a manner and on such terms and conditions as may be mutually agreed.
- v. Any other information relevant or important for the members to make a decision on the proposed transaction : None
- vi. No Director, Key Managerial Personnel or their relatives, except Shri. A.K. Jha, Director, Shri. U.P. Pani, Director, Shri. Sudhir Arya, Director and Shri. Prabhat Kumar, Managing Director is interested or concerned in the resolution.