

# TRANSFORMERS AND ELECTRICALS KERALA LIMITED

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



CIN: U31102KL1963SGC002043  
Phone : 0484 2510414  
E Mail : cs@telk.com  
Website: www.telk.com

## NOTICE

**NOTICE IS HEREBY** given that the 61<sup>st</sup> Annual General Meeting of Transformers And Electricals Kerala Limited will be held at the Registered Office of the Company at Angamally at **3.30 p.m. on Friday, the 20th day of September 2024** to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors, the Auditor's Report thereon and the Comments by the Comptroller and the Auditor General of India and Company's replies.

2. To re fix the remuneration of Statutory Auditors of the Company for the year 2021-22 viz., M/s. Babu A. Kallivayalil & Co., Chartered Accountants, Ernakulam for the audit of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Statutory Audit fee at the rate of Rs. 3,00,000/- plus travelling and other out of pocket expenses and GST to be paid to the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India viz., M/s. Babu A. Kallivayalil & Co., Chartered Accountants, Ernakulam for the Audit of the Company for the year 2021-22 instead of Rs. 2,40,000/- approved earlier."

3. To re fix the remuneration of Statutory Auditors of the Company for the year 2022-23 viz., M/s. Babu A. Kallivayalil & Co., Chartered Accountants, Ernakulam for the audit of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Statutory Audit fee at the rate of Rs. 3,00,000/- plus travelling and other out of pocket expenses and GST to be paid to the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India viz., M/s. Babu A. Kallivayalil & Co., Chartered Accountants, Ernakulam for the Audit of the Company for the year 2022-23 instead of Rs. 2,40,000/- approved earlier."

4. To fix the remuneration of Statutory Auditors of the Company for the year 2023-24 for the audit of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2023-24."

5. To fix the remuneration of Statutory Auditors of the Company for the year 2024-25 for the audit of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2024-25."

### **SPECIAL BUSINESS**

**6. Ratification of Remuneration to Cost Auditor for the Financial Year 2021-22**

To consider if thought fit, pas with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the 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 2021-22 be paid the remuneration of Rs. 75,000/- plus GST.

**7. Remuneration to Cost Auditor for the Financial Year 2022-23**

To consider if thought fit, pas with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the 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 2022-23 be paid the remuneration of Rs. 75,000/- plus GST.

**8. Remuneration to Cost Auditor for the Financial Year 2023-24**

To consider if thought fit, pas with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the 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 2023-24 be paid the remuneration of Rs. 75,000/- plus GST.

**9. Remuneration to Cost Auditor for the Financial Year 2024-25**

To consider if thought fit, pas with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the 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 2024-25 be paid the remuneration of Rs. 75,000/- (Excussive of GST) plus out of pocket expenses.

By Order of the Board

For Transformers and Electricals Kerala Limited  
Sd/-

CS Josmin Jose  
Company Secretray

Angamally  
23.08.2024

**Regarding Adoption of Audited Financial Statements, Board's Report, Auditor's Report, etc:**

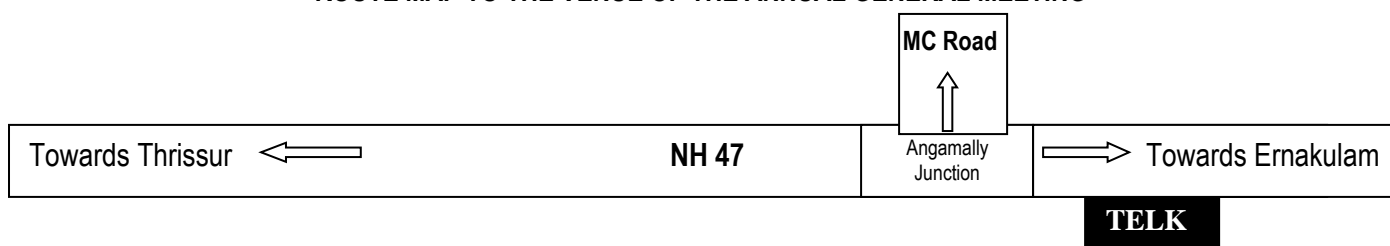
As per Sections 395 and 143 (6) of the Companies Act, 2013, comments of C&AG shall be sent by the Company to every person entitled to copies of Audited Financial Statements and also placed before the General Meeting. The Auditor's Report and Board's Report are to be placed at the Board Meeting of the Company along with the comments and company's replies to the comments. The same have to be placed before the General Meeting for adoption. Since the Annual Accounts for the Financial Year 2023-24 are under preparation, the meeting may be adjourned for item No. 1.

**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 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 REGISTRY MANAGEMENT SERVICES PRIVATE LTD., KENCES TOWERS, NO. 1, RAMAKRISHNA STREET, T NAGAR, CHENNAI – 600 017, PH: 044 – 28140801, E-Mail: kalyan@integratedindia.in
7. In compliance with the requirements of the MCA Circulars, electronic copy of the Notice have been sent only to those members whose e- mail ids are registered with the Company. The Notice has also been hosted on the website of the Company.
8. Members who have not yet registered their e-mail ids with the Company may contact [cs@telk.com](mailto:cs@telk.com) or 0484 2510414 for registering their e- mail ids on or before 02.09.2024. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held.
9. A member may attend the meeting through Video Conferencing / Other Audio-Visual Means also. Those who are intending to attend the AGM through VC/OAVM are advised to contact the Secretarial Section in the following e-mail id: [cs@telk.com](mailto:cs@telk.com); telephone: 0484 2510414 on or before 12.09.2024. Details of login and the process of participation through VC/OAVM will be mailed separately to those members In compliance with the requirements of the MCA Circulars.
10. The relative explanatory statement required under Section 102 of the Companies Act, 2013 is given separately.
11. Members who would like to express their views or ask questions at the AGM through VC/OAVM may register themselves as a speaker by sending a request from their registered e mail address at least 7 days in advance of the meeting.
12. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting.
13. Note on statutory audit fee for 2021-22 and 22-23: The Board considered the statutory auditor's request for a revision of the audit fee, taking into account the man-days involved. However, the requested increase was deemed excessive. Consequently, the Audit Committee and the Board have recommended a moderate enhancement of the statutory audit fee from ₹2,40,000 to ₹3,00,000 for the financial years 2021-22 and 2022-23.

#### ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



**Explanatory Statement Under Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting.**

**Item 6**

The Board has approved the appointment of M/s N P Gopalakrishnan & Co., as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year 2021-22 dated 08.09.2021 on an all inclusive remuneration of Rs.75000/- (Gst Extra). As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act 2013, the remuneration approved by the Board of Directors has to be ratified subsequently by the shareholders. Accordingly the consent of the members is sought through an ordinary resolution for ratification of remuneration payable to the Cost Auditors for the Financial Year 2021-22.

No Director/ Key Managerial Personnel/ Relatives of Directors and Key Managerial Personnel are interested in the resolution.

The Board of Directors recommends the ordinary resolution set out as item 6 of the Notice for approval of shareholders.

**Items 7 and 8**

The Board has approved the appointment of M/s Rajendran Mani & Varier., as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year 2022-23 and 2023-24 dated 11.10.2022 and 22.03.2024 respectively on an all inclusive remuneration of Rs.75000/- (Gst Extra). As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act 2013, the remuneration approved by the Board of Directors has to be ratified subsequently by the shareholders. Accordingly the consent of the members is sought through an ordinary resolution for ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23 and 2023-24..

No Director/ Key Managerial Personnel/ Relatives of Directors and Key Managerial Personnel are interested in the resolution.

The Board of Directors recommends the ordinary resolution set out as item 7 and 8 of the Notice for approval of shareholders.

**Items 9**

The Board has approved the appointment of M/s Ankarath Chungath & Co., as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year 2024-25 dated 23.08.2024 on an all inclusive remuneration of Rs.75000/- (Gst Extra) plus out of pocket expenses (Maximum upto Rs. 5000). As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act 2013, the remuneration approved by the Board of Directors has to be ratified subsequently by the shareholders. Accordingly the consent of the members is sought through an ordinary resolution for ratification of remuneration payable to the Cost Auditors for the Financial Year 2024-25.

No Director/ Key Managerial Personnel/ Relatives of Directors and Key Managerial Personnel are interested in the resolution.

The Board of Directors recommends the ordinary resolution set out as item 9 of the Notice for approval of shareholders.

By Order of the Board

For Transformers and Electricals Kerala Limited

Sd/-

CS Josmin Jose  
Company Secretary

Angamally  
23.08.2024



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: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 61<sup>st</sup> Annual General Meeting of the Company, to be held on Friday, the 20<sup>th</sup> day of September 2024 at 03.30 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
<b>Ordinary Business</b>			
1	-Not Applicable-		
2	Re Fixation of remuneration of Statutory Auditors of the Company for the year 2021-22		
3	Re Fixation of remuneration of Statutory Auditors of the Company for the year 2022-23		
4	Fixation of remuneration of Statutory Auditors of the Company for the year 2023-24		
5	Fixation of remuneration of Statutory Auditors of the Company for the year 2024-25		
<b>Special Business</b>			
6	Ratification of Remuneration to Cost Auditor for the Financial Year 2021-22		
7	Remuneration to Cost Auditor for the Financial Year 2022-23		
8	Remuneration to Cost Auditor for the Financial Year 2023-24		
9	Remuneration to Cost Auditor for the Financial Year 2024-25		

Signed this..... day of September, 2024

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.

TRANSFORMERS AND ELECTRICALS KERALA LIMITED  
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 61<sup>st</sup> Annual General Meeting of the Company, convened on Friday, the 20<sup>th</sup> day of September 2024 at 3.30 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