

## NOTICE

Notice is hereby given that the Forty Seventh (47<sup>th</sup>) Annual General Meeting of the Company will be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 12.00 p.m. in the Auditorium attached to the office of Okhla Industrial Estate Association, Exhibition Complex, Okhla Industrial Estate, New Delhi - 110 020 to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and approve the Standalone and Consolidated Audited Balance Sheet as on 31<sup>st</sup> March, 2018 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon by considering and, if thought fit, passing with or without modification the following resolution:  
**"RESOLVED THAT** the Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2018 and the Directors Report and the Auditors Report thereon alongwith consolidated financial statements of the same year be and are hereby approved and adopted."
- To declare dividend @ Rs.1.8 (One rupee eighty paise) per Equity Share (18%) in respect of the Paid-up Equity Share Capital of ₹ 44,26,80,620/- in respect of financial year 2017-18 payable to those shareholders whose names appear in register of members of the Company as on 29<sup>th</sup> September, 2018.
- To appoint a Director in place of Mr Ravinder Nath Khanna who retires by rotation at the 47<sup>th</sup> Annual General Meeting and being eligible offers himself for reappointment by considering and if thought fit passing with or without modification the following resolution:  
**"RESOLVED THAT** Mr Ravinder Nath Khanna who retires by rotation at the 47<sup>th</sup> Annual General Meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."
- To appoint a Director in place of Mrs Radhika Kapoor who retires by rotation at the 47<sup>th</sup> Annual General Meeting and being eligible offers herself for reappointment by considering and if thought fit passing with or without modification the following resolution:  
**"RESOLVED THAT** Mrs Radhika Kapoor who retires by rotation at the 47<sup>th</sup> Annual General Meeting and being eligible offers herself for re-appointment be and is hereby re-appointed as Director of the Company."
- To consider and if thought fit to pass with or without modification the following resolution:  
**"RESOLVED** that consequent upon expiry of 10-years term of appointment of M/s. Deloitte Haskins & Sells at the end of 47<sup>th</sup> Annual General Meeting with reference to Financial Year 2017-18 pursuant to Section 139 of the Companies Act, 2013, **B S R & Co. LLP, Chartered Accountants** (Firm Registration No. 101248W/W-100022) be and is hereby appointed as Auditor of the Company for a term of five years beginning from Financial Year 2018-19 at a remuneration as may be approved by the Board each year considering the volume of work involved and the out of pocket expenses as may be incurred by the auditors while discharging its function and duties as an auditor of the Company."

### Special Business

- To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:  
**"RESOLVED** that pursuant to Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, **Mr Ravinder Nath Khanna**, a relative of Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Anuj Khanna, Mr Rishi Nath Khanna and Mr Aditya Khanna – Directors be and is hereby appointed as Whole-time Director designated as Chairman of the Company for a term of 5-years with effect from 1<sup>st</sup> November, 2018 at a remuneration as detailed below:

(Rupees)

	Monthly	Annual
Basic	360000	4320000
HRA	180000	2160000
Special Allowance	485700	5828400
Total	10,25,700	1,23,08,400

#### Perquisites

- Reimbursement of Electricity and Water bills not exceeding ₹ 5,00,000 per annum.
  - Fees of Clubs: subject to a maximum of four clubs.
  - Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service.
  - Leave encashment: subject to a maximum of 20 earned leaves per annum, payable yearly
  - Company's car with driver both for personal and official use.
  - "Commission: an amount to be determined and approved in advance by the Board based on the financial performance of the Company."
- To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:  
**"RESOLVED** that pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, **Mr Ashok Khanna**, a relative of Mr Ravinder Nath Khanna, Mr Anuj Khanna, Mrs Radhika Kapoor, Mr Rishi Nath Khanna and Mr Aditya Khanna – Directors be and is hereby appointed as Whole-time Director designated as Vice Chairman of the Company for a term of 5-years with effect from 1<sup>st</sup> November, 2018 at a remuneration as detailed below:

(Rupees)

	Monthly	Annual
Basic	360000	4320000
HRA	180000	2160000
Special Allowance	485700	5828400
Total	10,25,700	1,23,08,400

#### Perquisites

- Reimbursement of Electricity and Water bills not exceeding ₹ 5,00,000 per annum.
- Fees of Clubs: subject to a maximum of four clubs.
- Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service.
- Leave encashment: subject to a maximum of 20 earned leaves per annum, payable yearly
- Company's car with driver both for personal and official use.
- "Commission: an amount to be determined and approved in advance by the Board based on the financial performance of the Company."

8. To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

“RESOLVED that pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, **Mr Anuj Khanna**, a relative of Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Rishi Nath Khanna and Mr Aditya Khanna – Directors be and is hereby **reappointed** as Managing Director of the Company **for a term of 5-years with effect from 1st April, 2019** at a remuneration as detailed below:

(Rupees)

	Monthly	Annual
Basic	292560	3510720
HRA	146280	1755360
Special Allowance	383668	4604016
PF	35107	421284
Total	<b>8,57,615</b>	<b>1,02,91,380</b>

**In addition**

- Reimbursement of expenses including, medical, electricity, water, club fees, Gas etc. not exceeding ₹ 258004/- per annum
  - Provision for use of company's car with driver for official and personal use
  - Leave encashment: subject to a maximum of 20 earned leaves per annum, payable yearly
  - Gratuity: as per rules of the company not exceeding half months salary for each completed year of service payable at the end of tenure.
  - Commission at the rate to be determined and approved by the Board of Directors based on the financial performance of the Company.
9. To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

“RESOLVED that pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, **Mr Rishi Nath Khanna**, a relative of Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Anuj Khanna and Mr Aditya Khanna – Directors be and is hereby **reappointed** as Managing Director of the Company **for a term of 5-years with effect from 1st April, 2019** at a remuneration as detailed below:

(Rupees)

	Monthly	Annual
Basic	292560	3510720
HRA	146280	1755360
Special Allowance	383668	4604016
PF	35107	421284
Total	<b>8,57,615</b>	<b>1,02,91,380</b>

**In addition**

- Reimbursement of expenses including, medical, electricity, water, club fees, Gas etc. not exceeding ₹ 258004/- per annum
  - Provision for use of company's car with driver for official and personal use
  - Leave encashment: subject to a maximum of 20 earned leaves per annum, payable yearly
  - Gratuity: as per rules of the company not exceeding half months salary for each completed year of service payable at the end of tenure.
  - Commission at the rate to be determined and approved by the Board of Directors based on the financial performance of the Company.
10. To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

“RESOLVED that pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, **Mrs Radhika Kapoor**, a relative of Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mr Anuj Khanna, Mr Rishi Nath Khanna and Mr Aditya Khanna be and is hereby **reappointed** as Whole-time Director of the Company **for a term of 5-years beginning with effect from 1st April, 2019** at a remuneration as below:

(Rupees)

	Monthly	Annual
Basic	182000	2185000
HRA	91000	1092000
Special Allowance	84336	1012032
PF	21840	262080
Superannuation	27300	327600
Total	<b>4,06,774</b>	<b>48,77,712</b>

**In addition**

- Reimbursement of expenses including medical, electricity, water, club fees, Gas etc. not exceeding ₹ 1,22,288/- per annum
  - Provision of Company's Car with driver for official and personal use.
  - Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service payable at the end of tenure.
  - Leave Encashment: subject to a maximum of 20 earned leaves per annum payable yearly.
11. To consider and if thought fit to pass with or without modification the following resolution:

“RESOLVED that pursuant to Section 148(3) of the Companies Act, 2013, and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, Sanjay Gupta & Associates - Cost Accountants, be and are hereby re-appointed as the Cost Auditors of the company to conduct audit of cost accounting records maintained by the Company for the year 2018-19, at a remuneration of ₹ 6,60,000/- plus service tax and out-of pocket expenses which be and is hereby approved.

By order of the Board of C&S Electric Ltd.

Sd/-

Lalit Krishan Khanna

Company Secretary

Membership No. FCS 3184

PLACE: NEW DELHI

DATED: 18.08.2018

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM Nos. 6 TO 11 IS ENCLOSED HERETO.

## EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act)

### ITEM NO. 6

It is proposed to appoint Mr Ravinder Nath Khanna as Whole-time Director designated as Chairman of the Company for a term of 5-years with effect from 1st November, 2018 at a remuneration given in the proposed resolution.

The proposal for his appointment including the remuneration as above is being placed before the members for their approval and your Directors commend the resolution.

Besides the aforesaid Director himself, Mr Ashok Khanna, Mr Anuj Khanna, Mr Rishi Nath Khanna, Mr Aditya Khanna and Mrs Radhika Kapoor,— Directors being related to the appointee may be deemed to be interested in the resolution.

### ITEM NO. 7

It is proposed to appoint Mr Ashok Khanna as Whole-time Director designated as Vice Chairman of the Company for a term of 5-years with effect from 1st November, 2018 at a remuneration given in the proposed resolution.

The proposal for his appointment including the remuneration as above is being placed before the members for their approval and your Directors commend the resolution.

Besides the aforesaid Director himself, Mr Ravinder Nath Khanna, Mr Anuj Khanna, Mr Rishi Nath Khanna, Mr Aditya Khanna and Mrs Radhika Kapoor,— Directors being related to the appointee may be deemed to be interested in the resolution.

### ITEM NO. 8

It is proposed to reappoint Mr Anuj Khanna as Managing Director of the Company for a term of 5-years with effect from 1st April, 2019 at a remuneration given in the proposed resolution.

The proposal for his appointment including the remuneration as above is being placed before the members for their approval and your Directors commend the resolution.

Besides the aforesaid Director himself, Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mr Rishi Nath Khanna, Mr Aditya Khanna and Mrs Radhika Kapoor, Directors being related to the appointee may be deemed to be interested in the resolution.

### ITEM NO. 9

It is proposed to reappoint Mr Rishi Nath Khanna as Managing Director of the Company for a term of 5-years with effect from 1st April, 2019 at a remuneration given in the proposed resolution.

The proposal for his appointment including the remuneration as above is being placed before the members for their approval and your Directors commend the resolution.

Besides the aforesaid Director himself, Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mr Anuj Khanna, Mr Aditya Khanna and Mrs Radhika Kapoor, Directors being related to the appointee may be deemed to be interested in the resolution.

### ITEM NO. 10

It is proposed to reappoint Mrs Radhika Kapoor as Whole-time Director for a term of five years with effect from 1st April, 2019 at a remuneration given in the proposed resolution.

The proposal for her appointment including the remuneration as above is being placed before the members for their approval and your Directors commend the resolution.

Besides the aforesaid Director herself, Mr Ravinder Nath Khanna, Mr Ashok Khanna, Mr Anuj Khanna, Mr Rishi Nath Khanna and Mr Aditya Khanna,— Directors being related to the appointee may be deemed to be interested in the resolution.

### ITEM NO. 11

It is proposed to reappoint Sanjay Gupta & Associates – Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2018-19 at a remuneration as given in the proposed resolution.

The proposal for their remuneration is being placed before the members for their approval and your Directors commend the Resolution.

None of the Directors is concerned or interested in the resolution.

By order of the Board of C&S Electric Ltd.

Lalit Krishan Khanna

Company Secretary

Membership No. FCS 3184

Place : New Delhi

Dated : 18.08.2018