

## NOTICE

Notice is hereby given that the **Forty Forth (44th) Annual General Meeting** of the Company will be held on **Wednesday, 30th September, 2015 at 11.30 a.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:

1. To receive, consider and approve the Standalone and Consolidated Audited Balance Sheet as on 31st March, 2015 and the Statement of Profit & Loss 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 and Loss of the Company for the year ended 31st March, 2015 and the Directors Report and the Auditors Report thereon alongwith consolidated financial statements of the same year be and are hereby approved and adopted."

2. To declare dividend @ ₹ 0.50 per equity share (5%) on 48,651,592 Equity Shares in respect of financial year 2014-15.
3. To appoint a Director in place of Mr. Ravinder Nath Khanna who retires by rotation at the 44th 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 44th Annual General Meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

4. To appoint a Director in place of Mrs. Radhika Kapoor who retires by rotation at the 44th 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 44th Annual General Meeting and being eligible offers herself for re-appointment be and is hereby re-appointed as Director of the Company."

5. To appoint Statutory Auditors to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Forty Seventh Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Membership No. 094468) are eligible for re-appointment. In this behalf, to consider and if thought fit, to pass with or without modification the following resolution:

**"RESOLVED THAT** M/s. Deloitte Haskins & Sells, Chartered Accountants (Membership No. 094468), the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company and they will hold the office from the conclusion of this meeting till the conclusion of the Forty Seventh Annual General Meeting, subject to ratification by the shareholders in every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company, keeping in view the volume of work."

### SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modification the following resolution as special resolution:

**"RESOLVED THAT** the consent of the shareholders of the Company be and is hereby granted in terms of Section 180(1)(a) of the Companies Act, 2013 [corresponding to Section 293(1)(a) of the Companies Act, 1956] and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any re-enactment and amendments thereof) for mortgaging and/or charging by the Board of Directors of the Company to or in favour of, all or any of the lenders, Financial Institutions and/or Banks, any and all the immovable and moveable properties of the Company, present and future, and the whole of the undertaking of the Company as may be agreed to by the Board of Directors and the said lenders, Financial Institutions and/or Banks to secure any and all monies advanced by such lenders, Financial Institutions and/or Banks to the Company or any of its subsidiary(ies) together with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to such lenders, Financial Institutions and/or Banks.

7. To consider and if thought fit to pass with or without modification the following resolution as special resolution:

**"RESOLVED THAT** consent of the Company be and is hereby granted pursuant to Section 180(1)(c) [corresponding to Section 293(1)(d) of the Companies Act, 1956] and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any re-enactment and amendments thereof, for the Board of Directors of the Company to raise or borrow from time to time at its discretion either from the Company's bankers or from the Directors or from elsewhere on such terms and conditions as to repayment, interest or otherwise, as the Board thinks fit, such sums as may be necessary for the purposes of the Company up to a limit of ₹ 10,000,000,000 (Rupees one thousand crores) over and above the aggregate of the paid up capital and free reserves of the Company, outstanding at any one time and that such borrowing shall be exclusive of temporary loans obtained or to be obtained by the Company from the Company's bankers in the ordinary course of business."

By order of the Board of  
C&S Electric Limited  
Sd/-  
L K Khanna  
Company Secretary  
(FCS 3184)

Place: New Delhi  
Date: 30th June, 2015

**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 AND 7 ARE ENCLOSED HERETO.

**EXPLANATORY STATEMENT**  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

**ITEM NO. 6**

Consequent upon promulgation of the Companies Act, 2013, the Financial Institutions and Banks are desirous of obtaining the consent of the Shareholders of the Company for creating any mortgage and/or charge in their favour to secure sums being advanced by them to the Company and/or any of its subsidiary(ies) under the new provisions of Section 180(1)(a) of the Companies Act, 2013. Hence, the proposed resolution.

The Directors commend this resolution to be passed.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the proposed resolution.

**ITEM NO. 7**

Consequent upon promulgation of the Companies Act, 2013, the Financial Institutions and Banks are desirous of obtaining the consent of the shareholders for the borrowings of the Company in excess of the aggregate of paid up share capital and free reserves of the Company under the new provisions of Section 180(1)(c) of the Companies Act, 2013. Hence, the proposed resolution.

The Directors commend this resolution to be passed.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the proposed resolution.

By order of the Board of  
C&S Electric Limited

Sd/-  
L K Khanna  
Company Secretary  
(FCS 3184)

Place: New Delhi  
Date: 30th June, 2015