

NOTICE

Notice is hereby given that the Forty Fifth (45th) Annual General Meeting of the Company will be held on Friday, 30th September, 2016 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:

- To receive, consider and approve the Standalone and Consolidated Audited Balance Sheet as on 31st March, 2016 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 31st March, 2016 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 confirm Interim dividend @ ₹ 0.50 per equity share (5%) on 4,86,51,592 Equity Shares in respect of financial year 2015-16 declared by the Board of Directors as final dividend.
- To appoint a Director in place of Mr. Ashok Khanna who retires by rotation at the 45th 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. Ashok Khanna who retires by rotation at the 45th 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 Mr. Anuj Khanna who retires by rotation at the 45th 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. Anuj Khanna who retires by rotation at the 45th Annual General Meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."
- To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN No. 015125N) as Statutory Auditors who were appointed to hold the office from the conclusion of Forty Fourth (44th) Annual General Meeting until the conclusion of the Forty Seventh (47th) Annual General Meeting in the 44th Annual General Meeting of the Company. In this behalf, to consider and if thought fit, to pass with or without modification the following resolution:
"RESOLVED THAT the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (FRN No. 015125N) Statutory Auditors who were appointed in the 44th Annual General Meeting of the Company to hold the office from the conclusion of Forty (44th) Fourth Annual General Meeting until the conclusion of the Forty Seventh (47th) Annual General Meeting with reference to Financial Year ending 31.03.2018, at a remuneration as may be decided by the Board of Directors of the Company keeping in view the volume of work be and is hereby ratified and confirmed."

Special Business

- To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:
"RESOLVED THAT further to the **Ordinary Resolution** passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014 appointing **Mr Anuj Khanna as Managing Director** for a term of 5-years w.e.f 1st April, 2014, consent of the shareholders be and is hereby granted **by way of Special Resolution** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for continuation of Mr Anuj Khanna, a relative of Mr R N Khanna, Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Rishi Nath Khanna and Mr Aditya Khanna – Directors, as Managing Director of the Company for residual of the term of 5-years with effect from 1st July, 2016 upto 31st March, 2019 at a monthly remuneration and commission as detailed below:

	(Rupees)
Basic	243,800
HRA	121,900
Special Allowance	299,406
PF	29,256
LTA	20,317
Medical	1,250
Electricity & Water	16,667
Total	732,596

- Company Car with driver for official and personal use.
 - Leave Encashment at the end of the tenure as per Rules of the Company.
 - Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service.
 - Fees of Clubs subject to a Maximum of four Clubs.
- Commission: an amount to be determined and approved 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 further to the **Ordinary Resolution** passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014 appointing **Mr Rishi Nath Khanna as Managing Director** for a term of 5-years w.e.f 1st April, 2014, consent of the shareholders be and is hereby granted **by way of Special Resolution** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for continuation of Mr Rishi Nath Khanna, a relative of Mr R N Khanna, Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Anuj Khanna and Mr Aditya Khanna – Directors, as Managing Director of the Company for residual of the term of 5-years with effect from 1st July, 2016 upto 31st March, 2019 at a monthly remuneration and commission as detailed below:

	(Rupees)
Basic	243,800
HRA	121,900
Special Allowance	299,406
PF	29,256
LTA	20,317
Medical	1,250
Electricity & Water	16,667
Total	732,596

- Company Car with driver for official and personal use.
 - Leave Encashment at the end of the tenure as per Rules of the Company.
 - Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service.
 - Fees of Clubs subject to a Maximum of four Clubs.
- Commission an amount to be determined and approved 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 further to the **Ordinary Resolution** passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014 appointing **Mr Aditya Khanna as Managing Director** for a term of 5-years w.e.f 1st April, 2014, consent of the shareholders be and is hereby granted by way of **Special Resolution** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for continuation of Mr Aditya Khanna, a relative of Mr R N Khanna, Mr Ashok Khanna, Mrs Radhika Kapoor, Mr Anuj Khanna and Mr Rishi Nath Khanna—Directors, as Managing Director of the Company for residual of the term of 5-years with effect from 1st July, 2016 upto 31st March, 2019 at a monthly remuneration and commission as detailed below:

	(Rupees)
Basic	243,800
HRA	121,900
Special Allowance	299,406
PF	29,256
LTA	20,317
Medical	1,250
Electricity & Water	16,667
Total	732,596

- Company Car with driver for official and personal use.
 - Leave Encashment at the end of the tenure as per Rules of the Company.
 - Gratuity: As per Rules of the Company but not exceeding half a month's salary for each completed year of service.
 - Fees of Clubs subject to a Maximum of four Clubs.
- Commission an amount to be determined and approved by the Board 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 the consent of shareholders be and is hereby granted by way of **Special Resolution** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, for appointment of **Mrs Radhika Kapoor**, a relative of Mr R N Khanna, Mr Ashok Khanna, Mr Anuj Khanna, Mr Rishi Nath Khanna and Mr Aditya Khanna as **Wholtime Director** of the Company for a term beginning with effect from 1st July, 2016 until 31st March, 2019 at a remuneration as below:

	(Rupees) (per month)
Basic Salary	1,60,000
H.R.A.	80,000
Company contribution to the Provident Fund @ 12% of basic salary	19,200
Contribution to Superannuation fund	24,000
LTA	6,100
Reimbursement of Medical Expenses	10,000
Bonus	700
Total	3,00,000

- Company 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.
- Encashment of leave at the end of the tenure as per Rules of the Company."

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

"RESOLVED pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules framed thereunder, that the consent of the shareholders of the Company be and is hereby accorded by way of **Special Resolution to alter the Objects Clause** of Memorandum of Association of the Company so as to substitute existing sub-clause 29 under the Head "(B) Incidental Objects" under the Main Objects Clause by the following: -

"To amalgamate with any other Company or Companies"

FURTHER RESOLVED that for the purpose of giving effect to this resolution, Mr Anuj Khanna, Mr Rishi Nath Khanna, Mr Aditya Khanna, Managing Directors of the Company be and are hereby severally authorized on behalf of the Company to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution alongwith filing of necessary E-forms with the Registrar of Companies, NCT of Delhi and Haryana."

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

"RESOLVED pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules framed thereunder, that the consent of the shareholders of the Company be and is hereby accorded by way of **Special Resolution to alter the Articles of the Association of the Company** by substituting the existing Articles of Association by the following:

**THE COMPANIES ACT: 2013
(COMPANY LIMITED BY SHARES)
* ARTICLES OF ASSOCIATION
OF
C&S ELECTRIC LIMITED**

*** (Amended and substituted vide Special Resolution passed in the AGM held on 30.09.2016)**

The Regulations contained in Table F in the First schedule to the Companies Act, 2013 ("**Regulations**") shall apply to the Company insofar as the same are not excluded or modified in these Articles. In the event of any inconsistency between these Articles and the Regulations, the provisions of the Articles hereof shall prevail over the conflicting or inconsistent Regulations.

In these Regulations unless the context otherwise require:

“**Act**” means the Companies Act, 2013 or Companies Act, 1956 insofar as the provisions of the Companies Act, 1956 are still in force and the Rules framed thereunder as amended from time to time.

“**Articles**” means this Articles of Association.

“**Auditor**” means the statutory auditor of the Company as appointed by the Company pursuant to the provisions of the Act from time to time.

“**Board**” means the Board of Directors of the Company as constituted from time to time.

“**Board**” means a director of the Company for the time being duly appointed to the Board.

“**Financial Year**” means an accounting period starting from April 1 of any year and ending on March 31 of the subsequent year.

“**Shares**” mean the fully paid equity shares of the Company having a face value of ₹ 10 each.

“**Shareholder(s)**” means a member of the Company.

SHARE CAPITAL

The Authorised Share Capital of the Company is ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 equity shares of ₹ 10/- each payable in such manner as the Directors may think fit.

Increased from ₹ 3,50,00,000 to ₹ 5,00,00,000 vide Special Resolution passed in EGM held on 10th June, 2008.

Increased from ₹ 5,00,00,000 to ₹ 6,00,00,000 by virtue of Scheme of Arrangement approved by Hon'ble Delhi High Court vide order dated 4.11.2008.

Increased from ₹ 6,00,00,000 to ₹ 28,00,00,000 by virtue of Scheme of Arrangement approved by Hon'ble Delhi High Court vide order dated 24.09.2009.

Increased from ₹ 28,00,00,000 to ₹ 50,00,00,000 vide Special Resolution passed in EGM held on 30th March, 2013.

Increased from ₹ 50,00,00,000 to ₹ 70,00,00,000 by virtue of Scheme of Arrangement approved by Hon'ble Delhi High Court vide order dated 10.09.2014.

The Company shall have the power to increase or reduce the capital to divide the Shares in the capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Regulations and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company and to consolidate or sub-divide the Shares and issue Shares of higher or lower denomination.

The Shares shall be at the disposal of the Board of Directors and they may allot, grant option, over or otherwise deal with or dispose of them to persons at such time and generally on such terms and conditions as they feel proper.

Except as required by the Act, no persons shall be recognized by the Company as holding any Shares upon any trust and the Company shall not be bound by or recognize (even when having notice thereof) any equitable contingent future or partial interest in any Share or interest in any fractional part of a Share or any other right in respect of any Share except an absolute right to the entirety thereof in the registered holder.

A member registered in respect of a Preference Share shall not in respect of such Shares be entitled to vote at any general meeting of the Company except:

- (i) On any resolution placed before the Company at a general meeting on the date of which the dividend due to such shares or any part thereof remains unpaid in respect of aggregate period of not less than two years preceding the date of commencement of such meetings or;
- (ii) On any resolution placed before the Company which directly affects the rights attached to the preference shares in the capital of the Company and for this purpose any resolution for the winding up of Company or for the repayment or reduction of its share capital is deemed directly to affect the rights attached to such Preference Shares.

Notwithstanding anything contained in these Articles, the Board may, when and if thought fit, buy back such of the Company's Shares or Securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be required under the Act.

TRANSFER OF SHARES

No Transfer of any Shares of the Company shall be made or registered except in accordance with the provisions of the Act and these Articles.

BOARD OF DIRECTORS

Until or otherwise determined by the Company in general meeting the number of Directors shall not be less than three or more than fifteen.

The Board of Directors shall have powers from time to time at any time to appoint any other person to be Director of the Company as an addition to the Board but so that the total number of the Directors shall not at any time exceed the maximum number fixed as above.

The Directors shall be paid sitting fee as maximum permissible under the Act, or any lower sum as may be fixed by the Board of Directors of the Company from time to time.

If any Director being willing shall be called upon to render or renders service to the Company other than attending the Board Meetings or to go or to reside away from his headquarters for any business of the Company he may be remunerated either by a fixed sum or by monthly remuneration and/or by a percentage of profits or otherwise as may be determined by the Directors, subject to provisions of the Act. Such remuneration may be in addition to or in substitution for any other remuneration payable to him as the board of Directors may determine.

The remuneration of the Directors shall in so far as it consists of monthly payments be deemed to accrue from day to day.

In addition to the remuneration payable to them the Directors may be paid all traveling and other expenses incurred by them in coming from their usual residence or from the place from where they come to attend the meeting of the Board of Directors or any committee thereof or to attend to some other business of the Company and in returning to their usual residence or to the place from where they come to attend such meeting or business of the Company.

The Board of Directors may from time to time appoint any qualified technical person as a Technical Director or as an Executive Director. Such Directors shall not be entitled to vote in the meeting of the Board of Directors.

POWERS AND DUTIES OF A DIRECTOR

The powers and responsibilities of the Directors of the Company shall be as prescribed by the Act.

Except as otherwise provided in the Articles, the Board of Directors in order to undertake guarantee or indemnity business and in this connection or otherwise in order to provide security to any person who may make loan to any other person or body corporate, may create charge on its own property or assets to secure the repayment of the said loan and/or give guarantee or indemnity.

BORROWING POWERS

The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the members or from other persons, companies or Banks or they may themselves advance money to the Company on such terms and conditions as may be approved by the Directors.

The Board of Directors may from time to time secure the payment of such money borrowed in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the property of the Company.

MANAGEMENT

The management of the Business and affairs of the Company vests in the Board of Directors.

Subject to the direction of the Board of Directors, the management of affairs of the company may be carried on by one or more Managing Director(s), who may be appointed to this office.

The Directors may appoint one of their body to the office of the Chairman of the Company.

Subject to supervision, direction and control of the Board of Directors the Business of the Company shall be carried on by the Managing Director(s) with full powers to direct, manage, superintend, and carry on Business and affairs of the Company in all its branches and to exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by these presents or by any statute or law expressly directed or required to be exercised or be done.

Subject to the supervision, direction, and control of the Directors and without prejudice to the general powers conferred by these presents or the Act, it is hereby expressly declared that the Managing Director shall have the following powers that is to say powers:-

- (a) To draw, sign, accept, endorse and negotiate on behalf of the Company, all such bills of exchange, Government of India and other promissory notes, hundies, cheques, drafts and other instruments as may be necessary or expedient for carrying on the business of the Company;
- (b) To make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company;
- (c) To act on behalf of the Company in all matters relating to bankruptcy and insolvency;
- (d) To provide from time to time for the management of the affairs of the Company either in Delhi or in different parts of India or elsewhere in such manner as he shall think fit and in particular to appoint any person or persons, firm or otherwise, to be the agent or agents of the Company upon such terms and conditions and for such period or periods as he may think fit and by power of attorney or otherwise to authorize such person or persons, firm, corporation accordingly to exercise on behalf of the Company all or any of the powers, privileges, authorities and discretions declared or referred to in these presents or by implication as vested in the Managing Director;
- (e) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds, and things in the name and in behalf of the Company as he may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

BOARD MEETINGS

Meetings of the Board shall take place at least once in every three (3) month period or as may be prescribed under the Act. Meetings shall be held at a location approved by the Chairman, may be attended by the Directors via telephone or other telecommunication means as may be permitted under the Act.

A meeting of the Board may be called by giving notice in writing to the Directors, specifying the date, time and detailed agenda for such meeting. Unless otherwise agreed by all the Directors in writing in a specific case, by a written waiver or otherwise, not less than seven (7) Business Days' notice to all the Directors, of the meeting including any adjourned meeting shall be given.

GENERAL MEETINGS

All general meetings of shareholders of the Company shall be held in accordance with the Act. The Chairman of the Board shall be the Chairman of the general meeting.

AUDIT

The accounts of the Company shall be audited by Auditors appointed under the Act.

The remuneration of the Auditors shall be fixed by the Company in general meeting except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

INDEMNITY

Subject to the provisions of the Companies Act, the Directors, Auditors, Secretary and other officers of the Company and trustees for the time being acting in relation to any of the affairs of a Company and their heirs, executors and administrators respectively shall be indemnified for and against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed to be done in or about the execution of their duty in their respective offices or trust except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officer or trustee shall be answerable for the facts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipts for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any money or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency of any security deposited for safe custody or for any insufficiency of any security upon which any money of the Company may be invested or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustees.

SEAL

The Company shall have a Common Seal and the Board shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized in this behalf, and except in the presence of at least one Director and of the Company Secretary or such other person as the Board may appoint for the purpose and such one Director and the Company Secretary or such other person aforesaid, shall sign every instrument to which the seal of the Company is so affixed in their presence."

FURTHER RESOLVED that for the purpose of giving effect to this resolution, Mr Anuj Khanna, Mr Rishi Nath Khanna, Mr Aditya Khanna, Managing Directors of the Company be and are hereby severally authorized on behalf of the Company to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution alongwith filing of necessary E-forms with the Registrar of Companies, NCT of Delhi and Haryana."

By order of the Board of C&S Electric Limited
Sd/-
L K Khanna
Company Secretary
Membership No. FC-3184

Place : New Delhi
Dated : 05 September, 2016

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

Mr Anuj Khanna, Managing Director was appointed as Managing Director for a term of 5-years with effect from 1st April, 2014 and his remuneration for such appointment was approved by an ordinary resolution passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014.

The provisions with respect to payment of remuneration by Company having no profit or inadequate profit without Central Government approval as contained in Schedule V Part II Section (ii) provide that the limits of the remuneration as given in the said section shall be doubled in case of the resolution passed by the shareholders is a Special Resolution. Therefore, with a view to avail of double the limits prescribed for payment of remuneration in case of no profit or inadequate profits without Central Government approval, it is proposed to reappoint Mr Anuj Khanna for the remainder of the term of his original appointment as aforesaid and the remuneration payable to him by passing a Special Resolution.

The proposal for his continuation for remainder of the term 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 R N 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. 7

Mr Rishi Nath Khanna, Managing Director was appointed as Managing Director for a term of 5-years with effect from 1st April, 2014 and his remuneration for such appointment was approved by an ordinary resolution passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014.

The provisions with respect to payment of remuneration by Company having no profit or inadequate profit without Central Government approval as contained in Schedule V Part II Section (ii) provide that the limits of the remuneration as given in the said section shall be doubled in case of the resolution passed by the shareholders is a Special Resolution. Therefore, with a view to avail of double the limits prescribed for payment of remuneration in case of no profit or inadequate profits without Central Government approval, it is proposed to reappoint Mr Rishi Nath Khanna for the remainder of the term of his original appointment as aforesaid and the remuneration payable to him by passing a Special Resolution.

The proposal for his continuation for remainder of the term 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 R N 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. 8

Mr Aditya Khanna, Managing Director was appointed as Managing Director for a term of 5-years with effect from 1st April, 2014 and his remuneration for such appointment was approved by an ordinary resolution passed at the 43rd Annual General Meeting of the Company held on 29th December, 2014.

The provisions with respect to payment of remuneration by Company having no profit or inadequate profit without Central Government approval as contained in Schedule V Part II Section (ii) provide that the limits of the remuneration as given in the said section shall be doubled in case of the resolution passed by the shareholders is a Special Resolution. Therefore, with a view to avail of double the limits prescribed for payment of remuneration in case of no profit or inadequate profits without Central Government approval, it is proposed to reappoint Mr Aditya Khanna for the remainder of the term of his original appointment as aforesaid and the remuneration payable to him to be passed by a Special Resolution.

The proposal for his continuation for remainder of the term 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 R N Khanna, Mr Ashok Khanna, Mr Rishi Nath Khanna, Mr Anuj 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 appoint Mrs Radhika Kapoor as Whole-time Director with effect from 1st July, 2016 to hold office until 31st March, 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 R N 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. 10

The Company proposes to alter Objects Clause of its Memorandum of Association so as to substitute the clause for any merger and amalgamation of the Company with companies having objects similar to the Company by a clause allowing merger and amalgamation of the Company with any other Company having objects similar to the Company or not.

Directors, therefore, commend the proposed resolution to be passed.

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

ITEM NO. 11

The Articles of Association of the Company included some of the provisions of the Shareholders Agreement dated 14th July, 2008 entered into between the Company and GE Equity International Mauritius when GE partly subscribed to the paid up share capital of the company.

Consequent upon GE Equity International Mauritius ceasing to be a shareholder of the Company and such Shareholders Agreement having come to an end it is proposed to delete / remove such conditions / restrictions by substituting the Articles of Association with a new Articles of Association also considering and incorporating the provisions of the Companies Act, 2013.

Directors, therefore, commend the proposed resolution to be passed.

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

Note:- The documents referred to in the Explanatory Statement shall be open for inspection during business hours on the working days.

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

sd/-

L K Khanna

Company Secretary

Membership No. FCS-3184

Place : New Delhi

Dated : 05 September, 2016