



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, THE 31ST MAY, 2019 AT 11.00 A.M. IN THE AUDITORIUM ATTACHED TO THE OFFICE OF OKHLA INDUSTRIAL ESTATE ASSOCIATION, EXHIBITION COMPLEX, OKHLA INDUSTRIAL ESTATE PHASE-III, NEW DELHI – 110 020 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES :-

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MR. SANJAY KUMAR BHATTACHARYYA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Kumar Bhattacharyya (DIN 01924770), who was appointed as an Independent Director and held office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years i.e. on and from the date of passing of Special Resolution till 31 March, 2024 for which Mr Sanjay Kumar Bhattacharyya has given his consent .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

2. RE-APPOINTMENT OF MR. PRITHVI RAJ KHANNA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prithvi Raj Khanna (DIN 00048800), who was appointed as an Independent Director and holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years i.e. on and from the date of passing of Special Resolution till 31 March, 2024 for which Mr Prithvi Raj Khanna has given his consent .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

3. RE-APPOINTMENT OF MR. BIPLAB MAJUMDER AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Biplab Majumder (DIN 00064467), who was appointed as an Independent Director and holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years i.e. on and

C&S Electric Limited

Registered Office: 222, Okhla Industrial Estate, Phase-III, New Delhi - 110 020 (India) **Tel.:** +91 11 3384 9000-09

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from the date of passing of Special Resolution till 31 March, 2024 for which Mr Biplab Majumder has given his consent.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

4. RE-APPOINTMENT OF MR. VIRANDER NATH KOURA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Virander Nath Koura (DIN 00010210), who was appointed as an Independent Director and holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years i.e. on and from the date of passing of Special Resolution till 31 March, 2024 for which Mr Virander Nath Koura has given his consent .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

By order of the Board

for C&S Electric Ltd.

Sd/-

L K Khanna

Company Secretary

Membership No. FCS 3184

PLACE : NEW DELHI

DATED : 18.03.2019

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. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business is annexed hereto.

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO. 1 TO 4

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. S K Bhattacharyya - (DIN 01924770), Mr. Prithvi Raj Khanna (DIN 00048800), and Mr. Biplab Majumder (DIN 00064467) and Mr. Virander Nath Koura (DIN 00010210) were appointed as Independent Directors of the Company and they held office as Independent Directors of the Company up to 31 March, 2019.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of **Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura** as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company i.e. from the date of passing Special Resolution in Extraordinary General Meeting till 31 March, 2024.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and report of performance evaluation, considered that, given their background, enriched experience and contributions made by them during their tenure in the growth of the Company, it would be in the beneficial interest of the Company to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint **Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura** as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years.

Brief profiles of **Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura** are set-out below:

Mr P R Khanna, formerly partner at Khanna & Annadhanam – a leading CA firm in Delhi, is an eminent Chartered Accountant having over 50 years of experience in practice. Mr Khanna's expert contributions have been in the areas of auditing, management consultancy, taxation, company law, and corporate matters. He is the former Director of State Bank of India and various other prominent financial institutions.

Mr V N Koura is a leading barrister with over 50 years of legal practice and has expertise in commercial litigation, arbitration, corporate transactions and documentation, Mr Koura is founding partner of Koura & Company, a leading law firm in Delhi. He advises domestic and international clients on all aspects concerning joint ventures, mergers, amalgamations and acquisitions.

Mr Sanjay Kumar Bhattacharyya, the former Managing Director and Chief Credit & Risk Officer with State Bank of India, is an astute senior level banker with over 38 years of experience spanning international and corporate banking across geographies, retail banking credit & risk management liability, management and human resource management.

Mr Biplab Majumder, former Vice Chairman and Managing Director for South Asia region at ABB, has a vast range of experience with a career spanning over a period of 43-years. Prior to ABB, Mr Majumder's vast experience included stints with companies like Chem Metals, SAIL, Indian Explosives Ltd. and OC. At ABB he

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was also a member of the prestigious ABB Group. Executive forum – a forum for ABB's top 40 international managers for strategy formulations and business initiatives.

Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura are persons of high repute and integrity. In the opinion of the Board of Directors they fulfil the conditions for re-appointment as Independent Directors as specified in the Act. Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura are independent of the management of the Company. The Board considers that in view of their illustrious profile and extensive involvement in the meetings of the Committees of Directors and Board of the Company, their continued association as Independent Directors of the Company would be of immense benefit to the Company and the stakeholders. It is in the interest of the Company to continue to avail the benefits of their knowledge, expertise and vast experience.

Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

The copies of the draft letter of appointment of the proposed appointees as Independent Directors would be available for inspection by the members at the Registered Office and Corporate Office of the Company. Mr. S K Bhattacharyya, Mr. P R Khanna, Mr. Biplab Majumder and Mr. V N Koura are interested in their respective resolutions as set-out at Item Nos 1 to 4 of the Notice with regard to their respective re-appointments.

The Board commends the Special Resolutions as set-out at Item Nos 1 to 4 of the Notice for approval of the members.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

PLACE : NEW DELHI
DATED : 18.03.2019

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