

We touch your electricity everyday!

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting ("**AGM**") of the Members of **C&S Electric Limited** will be held at Bipin Chandra Pal Memorial Trust, A-81, Chittaranjan Park Road, Block A, Chittaranjan Park, New Delhi – 110 019, on Thursday, 23rd September, 2021, at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the Reports of the Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021 and the Report of the Auditors thereon.

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolutions:

2. Appointment of Mr. Sunil Mathur (DIN: 02261944) as a Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT Mr. Sunil Mathur (DIN: 02261944), who was appointed as an Additional Director of the Company with effect from 1st March 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

3. Appointment of Mr. Andreas Matthe (DIN: 09086495) as a Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT Mr. Andreas Matthe (DIN: 09086495), who was appointed as an Additional Director of the Company with effect from 1st March 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

C&S Electric Limited

Registered Office: 222, Okhla Industrial Estate, Phase-III, New Delhi - 110 020 (India) Tel.: +91 11 3384 9000-09
Fax: +91 11 2684 7342 info@cselectric.co.in www.cselectric.co.in
CIN NO. U31909DL1971PLC005672

4. Appointment of Mr. Siddharth Kasera (DIN: 09086454) as a Director of the Company

As an Ordinary Resolution:

“RESOLVED THAT Mr. Siddharth Kasera (DIN: 09086454), who was appointed as an Additional Director of the Company with effect from 1st March 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. Appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as a Director of the Company

As an Ordinary Resolution:

“RESOLVED THAT Mr. Prakash Kumar Chandraker (DIN: 05150366), who was appointed as an Additional Director of the Company with effect from 1st March 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation.”

6. Appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer of the Company and payment of remuneration to him

As a Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Rules made thereunder, (including any statutory modifications or amendments or re-enactment thereof for the time being in force), and approval of statutory / regulatory authorities, if required, Mr. Prakash Kumar Chandraker be and is hereby appointed as the Managing Director (“**MD**”) and Chief Executive Officer (“**CEO**”) of the Company (Key Managerial Personnel of the Company as per Section 203(1)(i) of the Act) for a term of 3 years, with effect from 1st March, 2021.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee (“**NRC**”) of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, performance linked incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Prakash Kumar Chandraker in such manner as may be agreed to between the Board / NRC and Mr. Chandraker, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.

RESOLVED FURTHER THAT any member of NRC and Head - Human Resources, be and are hereby authorised, acting jointly, by any two of them, to do all such acts, deeds, matters and things and sign and execute necessary agreements, documents, forms as may be required in this regard to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts in connection with or incidental to giving effect to the above resolution for and on behalf of the Company, including without limitation making necessary entries in the registers of the Company, filing of requisite forms and documents with the Registrar of Companies and all other authorities and organisations, as may be concerned and also to comply with all other requirements in this regard.

RESOLVED FURTHER THAT each of the Director or Chief Financial Officer or Company Secretary of the Company, be and is hereby authorised to sign & file various documents and provide a certified copy of the above resolution to any person, as may be required.”

7. Appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Independent Director of the Company

As an Ordinary Resolution:

“RESOLVED THAT Mr. Mehernosh B. Kapadia (DIN: 00046612), who was appointed as an Additional Director of the Company with effect from 1st March, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Mehernosh B. Kapadia as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and applicable rules thereon and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term with effect from 1st March, 2021 to 1st May, 2023, be and is hereby approved.”

8. Appointment of Ms. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director of the Company

As an Ordinary Resolution:

“RESOLVED THAT Ms. Rumjhum Chatterjee (DIN: 00283824), who was appointed as an Additional Director of the Company with effect from 30th July 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Rumjhum Chatterjee as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and applicable rules thereon and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years, with effect from 30th July, 2021, be and is hereby approved.”

9. Approval and ratification for payment of Remuneration to Mr. Ravinder Nath Khanna (DIN: 00024444), former Chairman (Whole-time Director) for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Special Resolution passed by the Members at the 47th Annual General Meeting of the Company held on 29th September, 2018 ("47th AGM") and amended to include medical expenditure in the Extra Ordinary General Meeting (EGM) held on 25th January, 2019, consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 9,469,508/- paid to Mr. Ravinder Nath Khanna (DIN: 00024444), former Chairman (Whole-time Director) for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. Approval and ratification for payment of Remuneration to Mr. Ashok Khanna (DIN: 00003335), former Vice Chairman (Whole-time Director) for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Special Resolution passed by the Members at the 47th Annual General Meeting of the Company held on 29th September, 2018 ("47th AGM"), consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 9,469,508/- paid to Mr. Ashok Khanna (DIN: 00003335), former Vice Chairman (Whole-time Director) for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

11. Approval and ratification for payment of Remuneration to Mr. Anuj Khanna (DIN: 00025087), former Managing Director for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Special Resolution passed by the Members at the 47th Annual General Meeting of

the Company held on 29th September, 2018 ("47th AGM"), consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 7,776,932/- paid to Mr. Anuj Khanna (DIN: 00025087), former Managing Director for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

12. Approval and ratification for payment of Remuneration to Mr. Rishi Nath Khanna (DIN: 00024808), former Managing Director for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Special Resolution passed by the Members at the 47th Annual General Meeting of the Company held on 29th September, 2018 ("47th AGM"), consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 7,776,932/- paid to Mr. Rishi Nath Khanna (DIN: 00024808), former Managing Director for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

13. Approval and ratification for payment of Remuneration to Ms. Radhika Kapoor (DIN: 00065337), former Whole-time Director for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Special Resolution passed by the Members at the 47th Annual General Meeting of the Company held on 29th September, 2018 ("47th AGM"), consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 3,705,059/- paid to Ms. Radhika Kapoor (DIN: 00065337), former Whole-time Director for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

14. Approval and ratification for payment of Remuneration to Mr. Prakash Kumar Chandraker (DIN: 05150366), Managing Director and Chief Executive Director for Financial Year (FY) 2020-21.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the recommendation of Board of Directors and Nomination and Remuneration Committee of Directors of the Company consent of the Members of the Company be and is hereby accorded to ratify and confirm the remuneration of Rs. 1,230,546/- paid to Mr. Prakash Kumar Chandraker (DIN: 05150366), Managing Director and Chief Executive Officer for the FY 2020-21.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

15. Payment of remuneration to Messrs Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), the Cost Auditors of the Company for FY 1st April, 2021 to 30th September, 2021 or such other FY as may be approved by the statutory authorities

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 30th September 2021 (or such other Financial Year as may be approved by the statutory authorities), be paid a remuneration of Rs. 7,00,000/- (Rupees Seven Lakh only) per annum plus applicable tax and out of pocket expenses that may be incurred during the course of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
For C&S Electric Limited**

Sd/-

Anup Sobti

Company Secretary

ACS No. 16466

Registered Office: 222, Okhla Industrial Estate, Phase 3, New Delhi - 110020

Corporate Identity Number: U31909DL1971PLC005672

Tel.: +91 11 33849000-09; **Fax:** +91 11 26847342

Website: www.cselectric.co.in

E-mail: info@cselectric.co.in

Thursday, 26th August 2021

Notes:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than FORTY-EIGHT HOURS before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

- b) The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, (“the Act”) concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment as Directors, are also annexed to this Notice.
- c) Institutional Members / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) intending to send their authorised representatives to attend the AGM are requested to submit before the commencement of the AGM a duly certified copy of their Board Resolution / Authority Letter.
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e) Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- f) In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the Financial Year 2020-21 and this Notice inter-alia indicating the process and Attendance Slip and proxy form are being sent.
- g) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 20th August, 2021.
- h) In order to adhere to the social distancing norms issued by the competent authorities, as applicable on the date of the AGM, the Company reserves the right to restrict the number of Members and such other measures as may be required to be undertaken towards compliance of directives issued by the competent authorities.
- i) The statutory registers and relevant documents referred to in this Notice of AGM and explanatory statement, will be available for inspection by the Members at the Registered Office of the Company on all working days between 10.00 a.m. and 12 noon up to the date of the 50th AGM.
- j) Route Map showing directions to reach to the venue of the 50th AGM is given at the end of this Notice.

STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sunil Mathur (DIN: 02261944), as an Additional Director of the Company with effect from 1st March, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Sunil Mathur holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice pursuant to Section 160 of the Act, from Mr. Sunil Mathur signifying his intention to propose his appointment as a Director of the Company.

The profile of Mr. Sunil Mathur is provided in the Annexure to this Notice.

Mr. Sunil Mathur is not related to any of the Director of the Company.

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Ordinary Resolution as set out at Item No. 2 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sunil Mathur and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 2 of this Notice.

Item No. 3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Andreas Matthe (DIN: 09086495), as an Additional Director of the Company with effect from 1st March, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Andreas Matthe holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice pursuant to Section 160 of the Act, from Mr. Andreas Matthe signifying his intention to propose his appointment as a Director of the Company.

The profile of Mr. Mr. Andreas Matthe is provided in the Annexure to this Notice.

Mr. Andreas Matthe is not related to any of the Director of the Company.

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Andreas Matthe and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 3 of this Notice.

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Siddharth Kasera (DIN: 09086454) as an Additional Director of the Company with effect from 1st March, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Siddharth Kasera holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice pursuant to Section 160 of the Act, from Mr. Siddharth Kasera signifying his intention to propose his appointment as a Director of the Company.

The profile of Mr. Siddharth Kasera is provided in the Annexure to this Notice.

Mr. Siddharth Kasera is not related to any of the Director of the Company.

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Siddharth Kasera and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 4 of this Notice.

Item No. 5 and 6

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors appointed Mr. Prakash Kumar Chandraker (DIN: 05150366) as an Additional Director of the Company with effect from 1st March, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Prakash Kumar Chandraker holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice pursuant to Section 160 of the Act, from Mr. Prakash Kumar Chandraker signifying his intention to propose his appointment as a Director of the Company.

Further, on the recommendation of the NRC, the Board of Directors appointed Mr. Prakash Kumar Chandraker (DIN: 05150366) as the Managing Director and Chief Executive Officer of the Company with effect from 1st March, 2021, subject to the approval of Members.

The terms and conditions and remuneration payable to Mr. Chandraker, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors are as follows:

Tenure: 01.03.2021 to 28.02.2024

Salary package range: Rs.880,000/- p.m. to Rs.1,500,000/- p.m.

Salary package comprises of Basic Salary and Flexi Pay Basket.

I. Salary:

Basic Salary: Rs.404,449/- per month

Increments as may be decided by the Board of Directors / NRC of Directors from time to time.

II. Flexi Pay Basket :

- House Rent Allowance : Rs.161,780/- per month
- Leave Travel Allowance : Rs.33,704/- per month
- Driver Salary Reimbursement : Rs.18,000/- per month
- Fuel & Maintenance Reimbursement : Rs.20,000/- per month
- Special Allowance : Rs.244,534/- per month

III. Perquisites / Benefits :

In addition to the above, he shall also be entitled to following Perquisites and Benefits, which shall be valued as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost:

- i) **Hospitalization Expenses:** As per the rules of the Company.

The employee's insurance coverage with Siemens Limited will be maintained till the time Company has an insurance program covering similar risk.

- ii) **Leaves :** As per the Rules of the Company.

- iii) **Car Scheme:** As per the Rules of the Company.

- iv) **Long Service Award :** As per the Rules of the Company.

- v) **Communication facility :**

Communication facility i.e. telephone, Internet, Computer and Printer, Fax, Cable connection at residence as per the Rules of the Company. Personal long distance calls will be borne by him.

- vi) **Retirement benefits :**

Company's contribution towards Provident Fund, Gratuity and Superannuation Fund – payable as per the rules of the Company.

- vii) **Travel :**

As per the Rules of the Company.

IV. Performance Linked Incentive

He shall also be entitled to remuneration by way of Performance Linked Incentive (PLI) based on the specific goals mutually set and approved by the Board of Directors / NRC, from time to time.

The PLI payment will be governed by the Company policy as defined from time to time.

V. Life Coverage:

The employee's insurance coverage with Siemens Limited will be maintained till the time Company has an insurance program covering similar risk.

VI. Group Personal Accident Insurance Policy (GPA)

As per the rules of the Company.

The employee's insurance coverage with Siemens Limited will be maintained till the time Company has an insurance program covering similar risk.

VII. Post-Retirement Medical Benefit

He and his spouse shall continue to be covered under the Post-Retirement Medical Benefit Scheme of Siemens Limited. Upon their retirement from the Company, the Post-Retirement Medical Benefit guideline of Siemens Limited (as applicable on the date of his retirement from the Company) shall prevail in this regard.

VIII. Equity based compensation programs of Siemens AG or Equivalent cash in lieu thereof

Mr. Prakash Kumar Chandraker shall be eligible for Equity based compensation programs of Siemens AG or equivalent cash in lieu thereof.

IX. Severance fees: As per Rules of the Company.

Minimum Remuneration

Notwithstanding anything hereinabove, where in any financial year during the currency of his tenure as Managing Director and Chief Executive Officer of the Company, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by the way of Basic Salary, Flexi Pay Basket, Perquisites, Performance Linked Incentive, benefits under the Equity Based compensation programs of Siemens AG or Cash in lieu thereof and Severance fees, as Minimum Remuneration to him.

Mr. Chandraker shall not be entitled to sitting fees.

The profile of Mr. Prakash Kumar Chandraker is provided in the Annexure to this Notice.

Mr. Prakash Kumar Chandraker is not related to any of the Director of the Company.

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Ordinary Resolution as set out at Item No. 5 and Special Resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Prakash Kumar Chandraker and his relatives, are interested, financially or otherwise, in Resolution set out at Item Nos. 5 and 6 of this Notice.

Item No. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Additional Director and also an Independent Director of the Company with effect from 1st March, 2021 to 1st May, 2023.

Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Mehernosh B. Kapadia shall hold office upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act, received a Notice from Mr. Mehernosh B. Kapadia proposing his candidature for the office of Director of the Company.

The Company has received a declaration from Mr. Kapadia to the effect that he meets the criteria of independence as provided in the Act and that he is not disqualified to act as Director by any authority.

In the opinion of the Board, Mr. Kapadia fulfils the conditions as specified in the Act for appointment as Independent Director and is independent of management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during business hours, on any working day (except Sundays and Holidays) of the Company, upto the date of the AGM and will also be available for inspection at the venue of the AGM.

The profile of Mr. Mehernosh B. Kapadia is provided in the Annexure to this Notice.

Mr. Mehernosh B. Kapadia is not related to any of the Director of the Company.

The Board of Directors, considering the experience and expertise of Mr. Kapadia, recommends the Resolution as set as set out in Item No. 7 of this Notice for approval of Members, as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Mehernosh B. Kapadia and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 7 of this Notice.

Item No. 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Ms. Rumjhum Chatterjee (DIN: 00283824) as an Additional Director and also an Independent Director of the Company for a term of five years with effect from 30th July, 2021.

Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Ms. Rumjhum Chatterjee shall hold office upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act, received a Notice from Ms. Rumjhum Chatterjee, proposing her candidature for the office of Director of the Company.

The Company has received a declaration from Ms. Chatterjee to the effect that she meets the criteria of independence as provided in the Act and that she is not disqualified to act as Director by any authority.

In the opinion of the Board, Ms. Chatterjee fulfils the conditions as specified in the Act for appointment as Independent Director and is independent of management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during business hours, on any working day (except Sundays and Holidays) of the Company, upto the date of the AGM and will also be available for inspection at the venue of the AGM.

The profile of Ms. Rumjhum Chatterjee is provided in the Annexure to this Notice.

Ms. Rumjhum Chatterjee is not related to any of the Director of the Company.

The Board of Directors, considering the experience and expertise of Ms. Chatterjee, recommends the Resolution as set as set out in Item No. 8 of this Notice for approval of Members, as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Rumjhum Chatterjee and her relatives, are interested, financially or otherwise, in Resolution set out at Item No. 8 of this Notice.

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Item Nos. 9 to 14

1. Mr. Ravinder Nath Khanna, former Chairman (Whole-time Director) and Mr. Ashok Khanna, former Vice Chairman (Whole-time Director), were appointed for a period of five years each with effect from 1st November 2018, by means of Special Resolutions passed by the Members at the 47th Annual General Meeting. The Members also approved medical expenditure amounting to Rs. 3,50,00,000/- (Three crores fifty lacs) as incurred during the financial year 2018-19 and / or in subsequent financial year(s) for Mr. Ravinder Nath Khanna in the Extra Ordinary General Meeting held on 25th January, 2019. The aforesaid Directors ceased to be Directors of the Company with effect from 1st March, 2021.
2. Mr. Anuj Khanna, former Managing Director, Mr. Rishi Nath Khanna, former Managing Director, Ms. Radhika Kapoor, former Whole-time Director were re-appointed for a period of five years each with effect from 1st April, 2019, by means of Special Resolutions passed by the Members at the 47th Annual General Meeting. The aforesaid Directors ceased to be Directors of the Company with effect from 1st March, 2021.
3. Mr. Prakash Kumar Chandraker was appointed as Additional Director and Managing Director and Chief Executive Officer of the Company with effect from 1st March, 2021 for a period of three (3) years, subject to the approval of the Members, as detailed under Item No. 5 and 6 of this Notice.
4. There is a drop in the profitability in Financial Year 2020-21 for reasons beyond the control of the Company as explained hereinafter. As a result, the Company has inadequate profits for the Financial Year 2020-21 for the purpose of payment of Managerial Remuneration to the aforesaid Directors.

5. Pursuant to the provisions of Section 197 (3) of the Act read with Schedule V thereto, if in any Financial Year, the Company has no profits or its profits are inadequate, it can pay remuneration to Directors in accordance with the provisions of Schedule V to the Act i.e. not exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule. The Company has paid remuneration to the aforesaid Directors within the limits as prescribed thereunder. However as per the requirements of Section 197 of the Act read with Schedule V, the approval of Members is required in case of payment of remuneration to Directors, incase Company has no profits or its profits are inadequate.
6. Approval of Members by way of Special Resolutions for payment of remuneration to the aforesaid Directors for FY 2020-21, is sought, since the Company has inadequate profits for the said Financial year.
7. The Nomination and Remuneration Committee and Board of Directors of the Company at their respective Meetings held on 26th August 2021 have inter alia recommended above Resolutions for approval of the Members by means of Special Resolutions.
8. In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

Statement containing additional information as required under Schedule V to the Act:

I. General information:

(1) **Nature of industry:** Manufacturer and exporter of electrical equipment.

(2) **Date or expected date of commencement of commercial production:** The Company was incorporated on 15th June, 1971 and on receipt of Commencement of Business Certificate, the Company had since commenced its business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.

(4) Financial performance based on given indicators

Particulars	Standalone (Continued operations)		Standalone (Discontinued operations)	
	FY 2020-21	FY 2019-20	FY 2020-21	FY 2019-20
Net Sale and Other Income	8,826	9,963	2,113	2,706
Operating Profit (Before Interest, Depreciation and Tax) (PBIDT)	-238	663	-97	88
Profit Before Depreciation & Tax (PBDT)	-484	385	-101	75
Profit before Taxation	-810	139	-149	23
Profit After Tax (PAT)	-658	6	-233	15

(5) **Foreign investments or collaborations, if any:** The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company, during the Financial Year ended 31st March, 2021.

II. Information about the appointees:

(1) Background details, Job profile and suitability, recognition or awards:

a) Mr. Ravinder Nath Khanna, former Chairman (Whole-time Director)

Mr. Ravinder Nath Khanna, an electrical engineer from IIT Kharagpur, is the founder of C&S Electric Limited. In 1975, he was conferred by the President of India a “Tamrapatra” for achieving excellence as a first generation Indian entrepreneur. In January 2005, IIT-Kharagpur honoured Mr. Khanna with the status of “Jewel in the Crown” and conferred him with a Gold Medal and the “Distinguished Alumnus Award-2006” in July 2006. He was also conferred upon the “Life time achievement” award by the PHDCCI in 2008 for his contribution to the Indian Industrial sector. In the past, Mr. Khanna has been the Chairman of the Indo-Spanish and Indo-Portuguese Joint Business Councils and is actively associated with FICCI, CII, PHDCCI, Assocham, IEEMA and the Ministry of Power, Heavy Industry for policy formations in the electrical industry.

b) Mr. Ashok Khanna, former Vice Chairman (Whole-time Director)

Mr. Ashok Khanna, a mechanical engineer from IIT Madras, jointly conceived the vision of C&S Electric with his brother and joined the company in April 1967. He is a widely respected figure in the electrical industry, known for his technical prowess and knowledge of electrical systems. A recipient of “Udyog Ratna” award from PHD Chamber of Commerce and Industry and a “Distinguished Alumnus Award 2004” by IIT, Madras. Mr. Khanna is a Member of various organizations, such as PHD, ASSOCHAM, FICCI, CII and Delhi Factory Owners’ Federation. He is the founding member of Small Industries Electrical Industry Association, promoted by the Department of Industrial Development and an Executive Member of Sub-Committee for Switchgears of the All India Electrical Manufacturers’ Association.

c) Mr. Anuj Khanna, former Managing Director

Mr. Anuj Khanna, a graduate in electrical and electronics engineering and an MBA from Stern School of Business, NYU, has been with C&S Electric from the last 16 years and is in-charge of power busbar, MV Switchgear, diesel genset and solar EPC businesses. Under his management, C&S has achieved domestic leadership in the power busbar business. He has successfully led C&S’s first acquisition in Europe.

d) Mr. Rishi Nath Khanna, former Managing Director

Mr. Rishi Nath Khanna, a graduate in electrical and electronics engineering and an MBA from Anderson School of Business, UCLA, has been with C&S Electric from the last 16 years. He is in-charge of the LV switchgear and electronic protection businesses. He has transformed the LV switchgear business as a domestic leader in India and established C&S as India’s largest exporter of switchgear products. He has been responsible for the successful foray of C&S into China and the set up of its first manufacturing plant outside of India.

e) Mrs. Radhika Kapoor, former Whole-time Director

Mrs. Radhika Kapoor is a graduate in Commerce from the leading Lady Shri Ram College in New Delhi. She joined C&S in December 1991. She got involved initially in the Accounts and Finance Division to start with and later with the H.R. Divisions of the Company at the Head Office. She is leading the CSR activities of the company, working actively with different NGOs and institutions for upliftment of the poor and differently abled people and children in General in the society with a focus on their health and education. She often appears on the national television and is well recognized for her campaign in reducing the rising Air pollution with special focus on the welfare of children. She is actively involved in creative leads at advertising and marketing of the company’s products and in development of Diaries and calendars and product catalogues specifically in the Retail Segment.

f) Mr. Prakash Kumar Chandraker, Managing Director and Chief Executive Officer

Mr. Chandraker has over 34 years of versatile leadership experience in the power industry. Prior to his current role, he was Head of the Distribution Systems business in Siemens Limited where he led a diverse, multi-location team. Prior to Siemens, he led the board of Schneider Electric Infrastructure Limited (Energy India Business) from 2012 to 2018, where he successfully executed the Company Program, Change Management Program, Corporate governance, Risk & Compliance initiatives.

(2) Past remuneration

Details of remuneration paid during the FY 2020-21 is as under:

Sr. No.	Name	Remuneration (Amount – Rs. in Million)
1	Mr. Ravinder Nath Khanna	9.47
2	Mr. Ashok Khanna	9.47
3	Mr. Anuj Khanna	7.40
4	Mr. Rishi Nath Khanna	7.41
5	Ms. Radhika Kapoor	3.46
6	Mr. Prakash Kumar Chandraker	1.23

(3) Remuneration proposed: As approved by Members at 47th AGM for Mr. Ravinder Nath Khanna, former Chairman (Whole-time Director), Mr. Ashok Khanna, former Vice Chairman (Whole-time Director), Mr. Anuj Khanna, former Managing Director, Mr. Rishi Nath Khanna, former Managing Director and Ms. Radhika Kapoor, former Whole-time Director. The Members also approved medical expenditure of Mr. Ravinder Nath Khanna in the Extra Ordinary General Meeting held on 25th January, 2019. The details of the remuneration paid / proposed to be paid to Mr. Prakash Kumar Chandraker forms part of Item No. 6 of this Notice.

(4) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration paid / payable to the Directors as mentioned above is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business

(5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Except for drawing remuneration as mentioned above, the Directors do not have any other pecuniary relationship with the Company. The following former directors viz. Mr. Ravinder Nath Khanna, Mr. Ashok Khanna, Mr. Anuj Khanna, Mr. Rishi Nath Khanna, Ms. Radhika Kapoor are related to each other.

Except for drawing remuneration as mentioned above, Mr. Prakash Kumar Chandraker does not have any other pecuniary relationship with the Company, or with the managerial personnel or other Directors of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits: The unprecedented weak trends were witnessed on account of COVID-19 pandemic - Further, operations were partially closed due to lock-down conditions prevailing in various parts of country, impact on supply chain, impact on account of commodity prices. We expect a gradual recovery with easing of lockdowns.

(2) Steps taken or proposed to be taken for improvement: The Company has taken various initiatives, to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs and improve cash flows, launch of new products with improved features, coupled with sale, service, marketing campaigns and customer engagement programs.

(3) Expected increase in productivity and profits in measurable terms: Improved realization of prices and increased capacity utilization are expected to improve the profits of the Company. Also, with the improved business situation, the Company is expected to perform better.

The Board accordingly recommends the Special Resolutions as set out at Item Nos. 9 to 14 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in Resolution set out at Item No. 9 to 13 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Prakash Kumar Chandraker and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 14 of this Notice.

Item No. 15

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 30th September, 2021 or such other financial year as may be approved by statutory authorities.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 15 of the Notice for ratification of the remuneration amounting to Rs. 7,00,000/- (Rupees Seven Lakh only) per annum plus applicable tax and out of pocket expenses that may be incurred by the Cost Auditors for the financial year ending 30th September 2021 (or such other financial year as may be approved by statutory authorities).

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 15 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 15 of this Notice.

**By Order of the Board of Directors
For C&S Electric Limited**

Sd/-

Anup Sobti

Company Secretary

ACS No.16466

Registered Office: 222, Okhla Industrial Estate, Phase 3, New Delhi - 110020

Corporate Identity Number: U31909DL1971PLC005672

Tel.: +91 11 33849000-09; **Fax:** +91 11 26847342

Website: www.cselectric.co.in

E-mail: info@cselectric.co.in

Thursday, 26th August 2021

Profile of Directors being appointed
(as required under Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Sunil Mathur	Mr. Andreas Matthe
Director Identification Number	02261944	09086495
Date of birth	6 th January, 1963	4 th May, 1962
Date of appointment	1 st March, 2021	1 st March, 2021
Qualification	B.Sc., Qualified Chartered Accountant	Batchelor of Electrical Engineering from University of Applied Sciences Düsseldorf (Germany)
Expertise in specific functional areas	Leadership and General Management, Strategic and Business Planning, Technology, Accounting and Finance, Compliance and Risk Management	Leadership in sales and General Management. Strategy and Business development. Technology development, Compliance and Risk Management.
Experience	Mr. Mathur is Managing Director and Chief Executive Officer of Siemens Limited. Mr. Mathur has been with Siemens for over 30 years, holding several senior management positions in Germany and the UK in the energy and industry sectors.	Mr. Matthe is Global CEO of Electrical Products Business Unit of Smart Infrastructure of Siemens AG. Mr. Matthe has been working for Siemens for over 30 years with several management positions In Germany, South Africa, and China in Energy, Industry, and Infrastructure Sector.
Directorships held in other companies in India	Siemens Limited Siemens Gamesa Renewable Power Private Limited Siemens Healthcare Private Limited The Indo German Chamber of Commerce	Nil
Chairmanship / Membership of Committees held in other companies in India	<u>Siemens Limited</u> Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member Share Transfer Committee - Member	N.A.
Relationship with other Directors and Key Managerial Personnel	None	None
Number of Equity shares held in the Company	Nil	Nil
Number of Board Meetings attended during last financial year 2020-21	2 (two)	2 (two)
Terms and conditions of appointment	Non-Executive Non-Independent Director, liable to retire by rotation.	Non-Executive Non-Independent Director, liable to retire by rotation.

Name of the Director	Mr. Sunil Mathur	Mr. Andreas Matthe
Director Identification Number	02261944	09086495
Details of Remuneration sought to be paid	NIL	NIL

Profile of Directors being appointed
(as required under Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Siddharth Kasera	Mr. Mehernosh B. Kapadia		
Director Identification Number	09086454	00046612		
Date of birth	8 th July, 1970	24 th September 1954		
Date of appointment	1 st March, 2021	1 st March, 2021		
Qualification	Member of The Institute of Chartered Accountants of India and a qualified Company Secretary and Cost Accountant.	Master's degree in Commerce (Honours) and Member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India		
Expertise in specific functional areas	Leadership and General Management, Business Planning, Accounting, Project Finance and General Finance, Compliance and Risk Management	Finance, Company Secretarial and Business Management		
Experience	Mr. Kasera is Executive Vice President and Head of Finance for Smart Infrastructure Business of Siemens Limited. He has worked in India, USA and Germany in his over 25 years of work experience in Siemens. Over these years he has gained experience in various facets of Financing, Accounting and Legal matters.	Mr. Kapadia has over 35 years of experience. He has served as the Senior Executive Director, Finance Director and Company Secretary of GlaxoSmithKline Pharmaceuticals Limited (GSK). During his tenure of over 27 years with GSK, in addition to his Finance and Accounting responsibilities, he has also held Management responsibility for other functions including Company Secretarial matters, Legal, Compliance, Corporate Communications, Administration and Information Technology.		
Directorships held in other companies in India	Nil	Siemens Limited HDFC ERGO General Insurance Company Limited Tata Capital Housing Finance Limited HDFC Trustee Company Limited		
Chairmanship / Membership of Committees held in other companies in India	N.A.	Name of the Company	Name of the Committee	Position (Member / Chairman)
		Siemens Limited	<ul style="list-style-type: none">Audit CommitteeNomination and Remuneration CommitteeStakeholders Relationship CommitteeCorporate Governance Committee	Chairman

Name of the Director	Mr. Siddharth Kasera	Mr. Mehernosh B. Kapadia		
Director Identification Number	09086454	00046612		
			<ul style="list-style-type: none"> • Risk Management Committee 	Member
		HDFC Ergo General Insurance Company Limited	<ul style="list-style-type: none"> • Audit and Compliance Committee • Nomination and Remuneration 	Chairman
			<ul style="list-style-type: none"> • Risk Management Committee • Corporate Social Responsibility Committee • Allotment Committee 	Member
		Tata Capital Housing Finance Limited	<ul style="list-style-type: none"> • Nomination and Remuneration Committee • Asset Liability Committee • Information Technology Strategy Committee 	Chairman
			<ul style="list-style-type: none"> • Audit Committee • Risk Management Committee • Stakeholders Relationship Committee • Working Committee 	Member
		HDFC Trustee Company Limited	<ul style="list-style-type: none"> • Audit Committee • Customer Service Committee • Risk Management Committee • Committee of Trustee to approve investments in unrated debt securities • Committee of Trustee to approve investments by Schemes of HDFC Mutual Fund in Debt Securities issued by a single issuer 	Member
Relationship with other Directors and Key Managerial Personnel	None	None		

Name of the Director	Mr. Siddharth Kasera	Mr. Mehernosh B. Kapadia
Director Identification Number	09086454	00046612
Number of Equity shares held in the Company	Nil	Nil
Number of Board Meetings attended during last financial year 2020-21	1 (one)	2 (two)
Terms and conditions of appointment	Non-Executive Non-Independent Director, liable to retire by rotation.	Independent Director, from 1 st March, 2021 to 1 st May, 2023
Details of Remuneration sought to be paid	Nil	Sitting fees and commission

Profile of Directors being appointed
(as required under Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Prakash Kumar Chandraker	Ms. Rumjhum Chatterjee
Director Identification Number	05150366	00283824
Date of birth	11 th January 1962	8 th August, 1960
Date of appointment	1 st March, 2021	30 th July, 2021
Qualification	Electrical Engineering graduate and done Executive Leadership Program from Indian Institute of Management, Bangalore.	Degree in Psychology from Calcutta University
Expertise in specific functional areas	Business integration, process harmonization, P&L management, Strategy, Marketing, Sales and Operations	Human Resource and Corporate Social Responsibility
Experience	Mr. Chandraker has over 34 years of versatile leadership experience in the power industry. Prior to his current role, Prakash was Head of the Distribution Systems business in Siemens Limited where he led a diverse, multi-location team. Prior to Siemens, he led the board of Schneider Electric Infrastructure Limited (Energy India Business) from 2012 to 2018, where he successfully executed the Company Program, Change Management Program, Corporate governance, Risk & Compliance initiatives.	Ms. Chatterjee is one of the co-founders of Feedback Infra Group. She is also the Chairperson of the Feedback Foundation Charitable Trust. She has experience in management of human capital in the infrastructure sector, Women Empowerment, CSR activities. She was recognized as one of the 20 Most Talented HR Leaders in India by the World HRD Congress in 2013.
Directorships held in other companies in India	Nil	Somany Ceramics Limited Blue Star Limited Mission Holdings Private Limited
Chairmanship / Membership of Committees held in other companies in India	N.A.	<u>Blue Star Limited</u> Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member
Relationship with other Directors and Key Managerial Personnel	None	None
Number of Equity shares held in the Company	Nil	Nil
Number of Board Meetings attended during last financial year 2020-21	2 (two)	Not applicable

Name of the Director	Mr. Prakash Kumar Chandraker	Ms. Rumjhum Chatterjee
Director Identification Number	05150366	00283824
Terms and conditions of appointment	<ul style="list-style-type: none"> Managing Director and Chief Executive Officer for a period of 3 (three) years w.e.f. 1st March, 2021, not liable to retire by rotation; Key Managerial Personnel of the Company 	Independent Director, from 30 th July, 2021 to 29th July, 2026
Details of Remuneration sought to be paid	Details provided under Item No. 6 in the statement setting out material facts under Section 102 of the Companies Act, 2013, forming part of this AGM Notice	Sitting fees and commission

C&S ELECTRIC LIMITED
CIN: U31909DL1971PLC005672
Registered Office: 222, Okhla Industrial Estate, Phase 3, New Delhi - 110020
Phone: +91 11 33849000-09; **Fax:** +91 11 26847342
Website: www.cselectric.co.in
E-mail: info@cselectric.co.in

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

DP ID		NAME AND ADDRESS OF THE REGISTERED MEMBER
Client ID / Folio No.		
No. of shares		

I hereby record my presence at the 50th Annual General Meeting of the Company to be held at Bipin Chandra Pal Memorial Trust, A-81, Chittaranjan Park Road, Block A, Chittaranjan Park, New Delhi – 110 019 on Thursday, 23rd September, 2021, at 3.00 p.m.

Full name of the Proxy, if attending the Meeting:

Signature of the Member / Joint Member / Proxy attending the Meeting: _____

Note:

Persons attending the Meeting are requested to bring this Attendance Slip and Annual Report with them. Duplicate Attendance Slip and Annual Reports will not be issued at the Annual General Meeting.

✂ _____
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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U31909DL1971PLC005672
Name of the Company	C&S Electric Limited
Registered Office	222, Okhla Industrial Estate, Phase 3, New Delhi - 110020
Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No. / DP ID - Client ID	

I / We being the Member(s) of _____ shares of above named Company, hereby appoint:

1. Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him / her
2. Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him / her
3. 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 50th Annual General Meeting of the Company to be held at Bipin Chandra Pal Memorial Trust, A-81, Chittaranjan Park Road, Block A, Chittaranjan Park, New Delhi – 110 019 on Thursday, 23rd September, 2021, at 3.00 p.m. at and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of the Resolutions as set out in the 50 th AGM Notice dated 26 th August, 2021	No. of shares held	For	Against
ORDINARY BUSINESS				
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2021, together with the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2021 and the Report of the Auditors thereon.			
SPECIAL BUSINESS				
2	Appointment of Mr. Sunil Mathur (DIN: 02261944) as a Director of the Company.			
3	Appointment of Mr. Andreas Matthe (DIN: 09086495) as a Director of the Company.			
4	Appointment of Mr. Siddharth Kasera (DIN: 09086454) as a Director of the Company.			
5	Appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as a Director of the Company			
6	Appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer of the Company and payment of remuneration to him.			
7	Appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Independent Director of the Company.			
8	Appointment of Ms. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director of the Company.			

9	Approval and ratification for payment of Remuneration to Mr. Ravinder Nath Khanna (DIN: 00024444), former Chairman (Whole-time Director) for Financial Year 2020-21			
10	Approval and ratification for payment of Remuneration to Mr. Ashok Khanna (DIN: 00003335), former Vice Chairman (Whole-time Director) for Financial Year 2020-21			
11	Approval and ratification for payment of Remuneration to Mr. Anuj Khanna (DIN: 00025087), former Managing Director for Financial Year 2020-21.			
12	Approval and ratification for payment of Remuneration to Mr. Rishi Nath Khanna (DIN: 00024808), former Managing Director for Financial Year 2020-21.			
13	Approval and ratification for payment of Remuneration to Ms. Radhika Kapoor (DIN: 00065337), former Whole-time Director for Financial Year 2020-21.			
14	Approval and ratification for payment of Remuneration to Mr. Prakash Kumar Chandraker (DIN: 05150366), Managing Director and Chief Executive Director for Financial Year 2020-21.			
15	Payment of remuneration to Messrs Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), the Cost Auditors of the Company for FY 1 st April, 2021 to 30 th September, 2021 or such other FY as may be approved by the statutory authorities.			

Signed this ____ day of _____ 20__

Signature of Member(s): _____

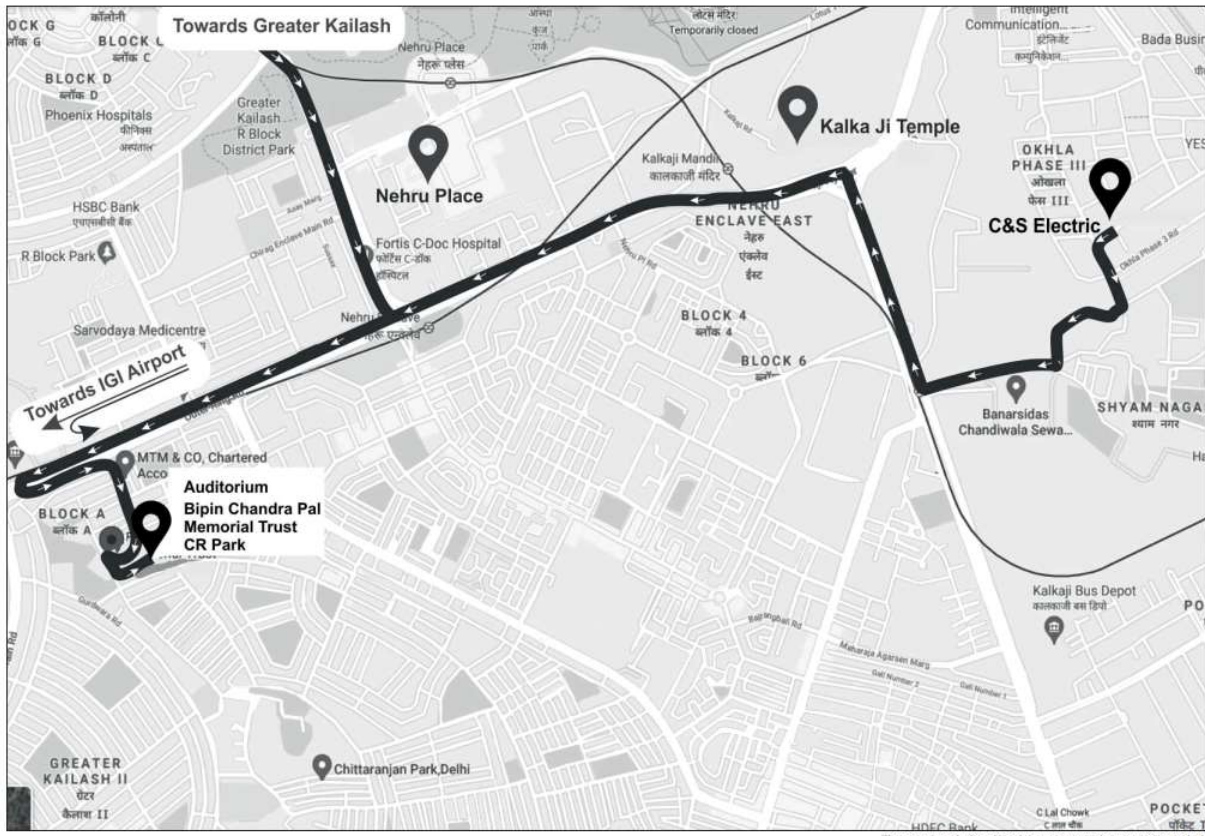
Signature of Proxy holder(s): _____

Affix
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. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 50th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Please convey your assent in column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick (✓) mark in the appropriate column above.

Route Map showing directions to reach to the venue of the 50th AGM:



The map is only for pictorial representation not to be scaled.