

khaitan electricals limited

Registered Office: A-13, Co-operative Industrial Estate, Balanagar, Hyderabad – 500 037
Telephone: (040)32990642
Corporate Office: 'Everest House' 20th Floor, 46C, J. L. Nehru Road, Kolkata – 700 071
Telephone: (033)40505000, Fax: (033) 22884143/22883961
CIN: L31909AP1975PLC001949
Website: www.khaitan.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014

TO THE MEMBERS,

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including and statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Secretarial Standard - 2 (SS-2), and all other applicable Laws and Regulations, to the Members of Khaitan Electricals Limited ("the Company") to consider and if thought fit, to pass the resolution set out below by way of Postal Ballot i.e. voting by post or voting by Electronic means as the case may be.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolution as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), they shall be deemed to have been passed as Special Business at a General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors of the Company ("Board") has appointed Mr. Ashish Kumar Gaggar, a Practicing Company Secretary (Membership Number 6687, Certificate of Practice No. 7321) as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of remote e-voting for the postal ballot.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. Further references to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

RESOLUTION:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body-corporate by way of subscription/purchase or otherwise, give any loan or guarantee or provide security in connection with a loan to any other body corporate or person, upto a sum of Rs.200 Crores, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

46C, J. L. Nehru Road
Kolkata – 700 071.
CIN L31909AP1975PLC001949
09th November, 2015

By order of the Board of Directors
For Khaitan Electricals Limited

Amit Choraria
Company Secretary

NOTES:

1. A Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the item of business as set out in the Notice is sought to be passed by e-voting & Postal Ballot.
3. In accordance with provision of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing a facility for voting by electronic means ("e-voting") to its members. Instructions for e-voting are indicated at the end of the Notice. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of the working hours on Friday, the 1st January, 2016 i.e "cut off date". Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut off date.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to other shareholder by Courier.
5. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions for e-voting printed in this notice. A member can log in any number of times till the vote is cast on the resolution or till the end of the Voting Period whichever is earlier.
6. The Scrutinizer shall after the conclusion of voting, will first count the votes cast through postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman and Managing Director or any other Director, who shall countersign the same. The Chairman and Managing Director will, or in his absence, any other Director will announce the results of voting by Postal Ballot at Registered Office of the Company at A-13, Co-operative Industrial Estate, Balanagar, Hyderabad – 500 037 on or before 4 p.m on Monday, 15th February, 2016, and the resolution if passed will be effective from the date of announcement of the results by Chairman and Managing Director or any other Director as the case may be. The Scrutinizer's decision on the validity of the votes cast through e-voting/ Postal Ballot shall be final.

ANNEXURE TO NOTICE:

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

ITEM

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate, giving any loan or guarantee or providing security in connection with a loan to any other body corporate or person exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to fall in line with the statutory requirements.

The Board recommend the above Resolution of the accompanying Notice for approval by the Members of the Company. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

By order of the Board of Directors
For Khaitan Electricals Limited

46C, J. L. Nehru Road
Kolkata – 700 071.
CIN L31909AP1975PLC001949
09th November, 2015

Amit Choraria
Company Secretary

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COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

1. The remote e-voting period will commence on Friday, 15th January, 2016 (9.00 a.m.) and end on Saturday, 13th February, 2016. (5.00 p.m.)
2. During the period shareholders of the Company, holding shares either in physical or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
3. In case Members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available www.evotingindia.com under help section or write an email to helpdesk:evoting@cdslindia.com

REMOTE E-VOTING PROCESS

1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab
3. Select “KHAITAN ELECTRICALS LIMITED” from the drop down menu and click on (SUBMIT”)
4. Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DPID followed by 8 digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Enter the Image Verification as displayed and click on Login
6. If you are holding share in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password must be used. If you are a first time user follow the steps given below.
7. If you are a first time user follow the steps given below

	For Members holding shares in Demat Form	For Members holding Shares in Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. *In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. if your name is Krishna Murthy with sequence number 1 then enter KR00000001 in the PAN field. *The respective sequence number will be printed on the address sticker of the postal ballot form sent to the shareholders.	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format	
Bank Details	Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	
	*Please enter the DOB or Bank Details in order to login. If the details are not recorded with depository or company please enter the member id/folio number in the bank details field as mentioned in instruction (4)	

8. After entering these details appropriately, click on “SUBMIT” tab.
9. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password must be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provide that the Company opts for e-voting through CDSL platform. it is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in the Notice.

11. Click on the relevant EVSN of Khaitan Electricals Limited.
12. On the Voting page, you will see Resolution Description and against the same the options “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “Resolution File Link” if you wish to view the entire Resolution.
14. After selecting the resolution you have decided to vote on click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting Page.
17. If Demat account holder has forgotten the changed password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non – Individual Members and Custodians
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin log in and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts linked in the log in should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the System for the scrutinizer to verify the same.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khaitan.com and on the website of CDSL immediately after the declaration of result by the Chairman and Managing Director or any other Director of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
20. The scrutinizer's decision on the validity of e-voting will be final.
21. Please follow all steps from Sl. No. (1) to Sl. No. (18) above (as the case may be), to cast vote through remote e-voting.
22. The voting period begins on Friday, 15th January, 2016 (9.00 a.m.) and end on Saturday, 13th February, 2016 (05.00 p.m.). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 1st January, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
23. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (FAQs) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.