

REF:KEH:SEC:117:2017-18

September, 7 2017

The National Stock Exchange of India Ltd.
BSE Ltd. (Bombay Stock Exchange).

Dear Sir,

Sub:- Copy of Notice of Annual General Meeting scheduled to be held on Thursday, the 28th September, 2017

Ref: BSE Security Code: 504269, NSE Symbol: KHAITANELE

Please find enclosed herewith the notice of Annual General Meeting scheduled to be held on Thursday, the 28th September, 2017 at 10.30 A.M at Plot No. 129, Sri Venkateshwara Co-op. Industrial Estate, IDA Bollaram, Jinnaram Mandal, Sangareddy Dist., Telangana State, Pin Code: 502 325.

This is for your information and records.

Thanking You

Yours faithfully

for KHAITAN ELECTRICALS LIMITED

Ashok Kumar Mishra
Company Secretary & Compliance Officer

Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex
Bandra East
MUMBAI - 400 051

Dept. of Corporate Services
BSE Limited
(Bombay Stock Exchange)
Floor 25, P.J.Towers, Dalal St.
MUMBAI - 400 001

NOTICE

NOTICE is hereby given that the Forty First Annual General Meeting of KHAITAN ELECTRICALS LIMITED will be held on Thursday 28th September, 2017 at 10:30 am at Plot No. 129, Sri Venkateshwara Co-op. Industrial Estate, IDA Bollaram, Jinnaram Mandal, Sangareddy Dist., Telangana State, Pin Code: 502 325 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sunil Krishna Khaitan (DIN: 00127698), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

1. “RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bidasaria & Associates, Chartered Accountants, Kolkata, (FRN No: 315101E) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. V. S. Rao & Co., Chartered Accountants, Hyderabad (Registration No.: 003157S) and M/s. G. P. Agrawal & Co., Chartered Accountants, Kolkata (Registration No.: 302082E), the retiring Joint Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 46th Annual General Meeting, at such remuneration plus Goods & Service Tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

4. Appointment of Mr. Gairik Banerjee (DIN 03441948) as a Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152 rules made there under, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gairik Banerjee (DIN 03441948) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of Five Consecutive Years, for a term ending at the conclusion of Annual General Meeting to be held during the financial year 2022.”

“RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

5. Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors M/s Prasad & Company, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018, be paid remuneration of Rs. 40,000/- (inclusive of reimbursement of out of pocket expenses) plus applicable Goods & Service Tax.”

“FURTHER RESOLVED THAT the Board of Directors of the Company 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 Khaitan Electricals Limited

Sunil K. Khaitan
Chairman and Managing Director

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before commencement of the Meeting.

As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. 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.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books shall remain closed from Thursday, 21st September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
5. In terms of the provisions of Section 205A and Section 205C of the Companies Act, 1956 dividends for financial years prior to 2008-09 which have remained unclaimed, have been transferred to the Investor

Education and Protection Fund and General Reserve Account of the Central Government, as applicable Dividends pertaining to the Financial Year 2010-11 which remain unclaimed for a period of seven years, will be transferred to the investor education protection fund. Members who have, till date, not encashed their dividend warrants for these years should approach the Company for obtaining duplicate Dividend Warrants.

6. Members are requested to send all communications relating to shares, and unclaimed dividends, change of address, etc. to the Registrar and transfer agents at the following address:

M/s. CIL Securities Ltd.,
214 RaghavaRatna Towers
Chirag Ali Lane
Abids, HYDERABAD – 500 001
Phone Nos. 040-23202465/23203155
Fax No. 040-23203028, 040-66661267
Email: rta@cilsecurities.com; cilsec@rediffmail.com

7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
8. In accordance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, the Company is providing a facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facilities. Instructions for e-voting are indicated in a separate sheet. However members can attend and cast their vote at AGM if they wish to do so.
9. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 21st September, 2017, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.
11. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.
12. Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

13. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members' whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.khaitan.com for their download.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
15. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
16. A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed.

Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board / Committees, shareholding and relationships between directors inter-se are provided in the Corporate Governance Report forming part of the Annual Report.

1. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
2. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically.
3. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the Meeting.
5. A route map showing direction to reach the venue of 41st Annual General Meeting is provided in the Annual Report as per the requirement of the SecretarialStandard-2 on General Meetings
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with

whom they are maintaining their demat accounts. Members, holding shares in physical form should submit their PAN to the Company/Ms CIL Securities Limited.

7. Members desiring to seek any information on the annual accounts at the meeting are requested to write to the Company at least 10 days in advance of the meeting to facilitate compilation thereof.
8. The notice of Annual General Meeting is being sent to the members, whose names appear in the register of members/ depositories as at closing hours of business on Friday, 25th August, 2017.

9. **Other Instructions**

- a. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
 - b. The Company has appointed Mr. Amit Choraria, proprietor M/s Amit Choraria & Co., Chartered Accountants, Membership No. 066838, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to any of the Directors of the Company.
 - c. The Results shall be declared at or after the Annual General Meeting of the Company. 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 www.evotingindia.com within three (3) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited (Bombay Stock Exchange) and National Stock Exchange of India Limited, where the shares of the Company are listed.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

IMPORTANT

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| <ol style="list-style-type: none">1. AS INFORMED MEMBERS ARE ONCE AGAIN REQUESTED TO SURRENDER THEIR OLD SHARE CERTIFICATES I.E. KEL-KOLKATA AND KEL-HYDERABAD FOR EXCHANGE WITH THE NEW SHARE CERTIFICATE I.E. KEL-HYDERABAD.2. FURTHER, AS THE COMPANY'S SHARE ARE UNDER COMPULSORY DEMAT (ISIN 'INE 761A01019') SHAREHOLDERS ARE ONCE AGAIN REQUESTED IN THEIR OWN INTEREST TO CONVERT THEIR SHARES FROM PHYSICAL TO DEMAT.3. TO PROVIDE BETTER SERVICES, THE MEMBERS ARE REQUESTED TO PROVIDE THEIR E-MAIL ID, IF NOT PROVIDED TO THEIR DEPOSITORIES AND ALSO TO THE REGISTRAR AND SHARE TRANSFER AGENT COMPANY. |
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Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item Nos. 3

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. V.S. Rao & Co., Chartered Accountants, Hyderabad and M/s. G.P. Agrawal & Co., Chartered Accountants, Kolkata, were appointed as Joint Statutory Auditors of the Company. They have been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new auditor in their place.

The Board of Directors have, at their meeting held on 17th August, 2017, recommended the appointment of M/s. R. Kothari & Co. Chartered Accountants, Kolkata (FRN 307069E) as the Statutory Auditor of the Company in place of M/s. V. S. Rao & Co., Chartered Accountants, Hyderabad (Registration No.: 003157S) and M/s. G. P. Agrawal & Co., Chartered Accountants, Kolkata (Registration No.: 302082E), to hold office from the conclusion of this AGM until the conclusion of the 46th AGM of the Company, subject to ratification by the Members at every AGM till the 45th AGM.

The Board recommend the Resolution at item no. 3 of the accompanying Notice for approval by the members of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

Item Nos. 4

The Board (upon recommendations of Nomination and Remuneration committee) at their meeting held on 09.06.2017 appointed Mr. Gairik Banerjee as an Additional Director to hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Gairik Banerjee for the office of director. Accordingly, it is proposed to appoint Mr. Gairik Banerjee, as Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term ending at the conclusion of Annual General Meeting to be held during the financial year 2022.

Mr. Gairik Banerjee is M.com, Llb. MBA and ABD. He has good experience in Management and is also Director in several other companies. The Board considers that his association would be of immense benefit to the Company.

Copy of the draft letter of appointment of the Independent Director setting out the terms and conditions of appointment would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, except Saturday upto the Annual General Meeting.

Mr. Gairik Banerjee does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director of the Company.

The Board recommend the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company. Except for Mr. Gairik Banerjee, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Prasad & Company, Cost Accountants, Kolkata, as the Cost Auditor of the company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of Rs. 40,000/- (inclusive of reimbursement of out of pocket expenses) plus applicable Goods & Service Tax.

In terms of 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 being sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 5 of this Notice is accordingly commended for your approval.

Additional Information on appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2:

Name of Director	Mr. Sunil K. Khaitan	Mr. Gairik Banerjee
Date of Birth	14.12.1960	25.12.1965
DIN	00127698	03441948
Age	57 Years	52 Years
Date of Appointment for the last term as Whole Time Directors	28.09.2016	Not Applicable
Terms & Conditions of Re-appointment alongwith Remuneration sought to be paid	Not Applicable	Not Applicable
Remuneration last drawn	Rs. 51,96,144.00	Not Applicable
Expertise in specific functional areas	Experience in manufacturing and trading in relation to Fan and appliances business.	Experience in business management.
Qualifications	Master in Business Administration	M.com, Llb. MBA and ABD
Number of Meetings of the Board attended during the year 2016-2017	4	0
Directorship held in other public companies (excluding foreign companies) as on 31.03.2017	3	4
Membership/Chairmanship of Committees of other public companies	0	0

(includes only Audit Committee and Stakeholders Relationship Committee) as on 31.03.2017		
Shareholding in Khaitan Electricals Limited	269164	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Related	Not Related

KHAITAN ELECTRICALS LIMITED
A-13, Co-op. Indl. Estate, Balanagar, Hyderabad – 500 037
(CIN NO.L31909AP1975PLC001949)

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

1. The remote e-voting period will commence on Sunday, 24th September, 2017 (9.00a.m.) and end on Wednesday, 27th September, 2017 (5.00p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote as stated in point no. 1 herein above shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. 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 helpdeskevoting@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 DP ID 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. .
7. If you are a first time user follow the steps given below

	For Members holding shares in Demat Form and 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 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 annual report cover 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 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 resolutions 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 resolutions 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.
 - 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts 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.
18. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared alongwith 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 Chairperson of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
20. The scrutiniser's decision on the validity of e-voting will be final.

In case of members receiving the physical copy:

- (a) Please follow all steps from sl.no.(1) to sl.no.(17) above cast vote.

- (b) The voting period begins on Sunday, 24th September, 2017 (9.00 a.m.) and ends on Wednesday, 27th September, 2017 (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 i.e. Thursday, 21st September, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

KHAITAN ELECTRICALS LIMITED
A-13, Co-op. Indl. Estate, Balanagar, Hyderabad – 500 037
(CIN L31909AP1975PLC001949)

Dear Shareholder,

Date: August 17, 2017

Sub:- Registration of email address

In terms of Rule 18(3) of the Companies (Management and Administration) Rules, 2014, we request the shareholders of Khaitan Electricals Ltd. who have till date not registered their e-mail id(s) with the Company, to register their e-mail id(s) in order to receive the Notices of future Annual General Meeting and Annual Report of the Company in electronic form. This will also facilitate sending any other communication to shareholders, in electronic form.

We, therefore request you to fill up the registration form below and send it to Company's Share Registrar & Transfer Agent at M/s CIL Securites Ltd., 214, Raghavaratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 for registration your email address

Shareholders who hold shares in Demat form are requested approach concerned Depository Participant for updating/modifying the e-mail id(s) as the case may be.

For KHAITAN ELECTRICALS LTD.

Sunil K. Khaitan
Chairman and Managing Director

EMAIL REGISTRATION FORM

To

The Company (for Members holding shares in physical mode)/
The Depository Participants (for members holding shares in Demat mode)

Sub: Registration of email address (Khaitan Electricals Ltd.)

I/We would like to receive Notices, Annual Reports and other communication/documents from the company in electronic mode. We request you register my/ our email address for receiving communication/documents electronically as per the following details

Name of the Shareholder (s)	
Folio No./DP ID/ Client IDI	
Email Address	
Mobile No.	

Date:

Place:

Signature of the Shareholder(s)**

* Please tick as applicable

** Please ensure that the form is signed by the registered shareholder himself, alongwith joint shareholders, if any.

KHAITAN ELECTRICALS LIMITED
A-13, Co-op.Indl. Estate, Balanagar,Hyderabad – 500 037
(CIN NO.L31909AP1975PLC001949)

ATTENDENCE SLIP

To be handed over at the entrance of the Meeting Hall

..... Name of the attending Member (In Block Letters)	Members folio No..... DP.ID No.*..... Client ID No.*.....
Name of the Proxy (In Block Letters) (to be filled if the Proxy attends instead of the Member)	

No of Shares held

I hereby record my presence at the 41st Annual General Meeting of the Company to be held on Thursday 28th September, 2017 at 10:30 am at Plot No. 129, Sri Venkateshwara Co-op. Industrial Estate, IDA Bollaram, Jinnaram Mandal., Sangareddy Dist., Telangana State, Pin Code: 502 325.

*Applicable for investors holding shares in electronic form.

.....
Member's/Proxy Signature

KHAITAN ELECTRICALS LIMITED
A-13, Co-op.Indl. Estate, Balanagar,Hyderabad – 500 037
(CIN NO.L31909AP1975PLC001949)

PROXY FORM
FORM MGT – 11

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

Serial no:.....

Name of the Member(s) :.....
(In BLOCK Letters)

Registered Address:.....

E-mail ID:.....

Folio No./Client ID:.....

DP ID:.....

I / We, being the member(s) of equity shares of Rs.10 each of the above named Company hereby appoint

1.Name Address:.....

Email ID:.....Signature.....or failing him;

2.Name Address:.....

Email ID:.....Signature.....or failing him;

3.Name Address:.....

Email ID:.....Signature.....

as my/ our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on Thursday 28th September, 2017 at 10:30 am at Plot No. 129, Sri Venkateshwara Co-op. Industrial Estate, IDA Bollaram, Jinnaram Mandal., Sangareddy Dist., Telangana State, Pin Code: 502 325 and at any adjournment thereof in respect of such resolution as are indicated below:.

Resolution No	Resolution	Optional	
Ordinary Business 1	Adoption of Accounts for the financial year ended 31 st March, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon	For	Against
2	Appointment of Mr. Sunil K. Khaitan Director who retire by rotation and offer himself for re-appointment		
3	Appointment of M/s. R. Kothari & Company, Chartered Accountants,		

	Kolkata (FRN 307069E) from the conclusion of this AGM till the conclusion of the next Annual General Meeting.		
4Special Business	Appointment of Mr. Gairik Banerjee as an Independent Director for a period of five years till the conclusion of AGM to be held in the year 2022.		
5	Ratification of remuneration payable to M/s. Prasad & Company, appointed as Cost Auditors of the Company for Financial Year 2017-18		

Signed this 17th day of August, 2017 Signature of Shareholder.....

Affix
Revenue
Stamp of
Re. 1/-

.....
Signature of first proxyholder Signature of Second proxyholder Signature of third proxyholder

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, Explanatory Statement and Notes, please refer to the Notice of 41st Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of members (s) in above box before submission.