

khaitan electricals limited

Annual Report 2013-14



BUILDING AN ENDURING TRUST

BUILDING AN ENDURING TRUST

Khaitan - the name is enough, inspiring trust in millions. Its accent on quality has brought smiles to a vast multitude of people in this nation and beyond. Today, Khaitan is renowned for its entire range of electrical solutions - fans along with appliances, pumps and lights. Moving forward, the Company will be launching new models, which will provide customer delight through technology and quality. A quality that is non-negotiable and gives our buyers a confidence that is everlasting. Khaitan is another name for hope, for dreams, for trust.



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Corporate Information

Board of Directors

Sunil K. Khaitan, *Chairman & Managing Director*
Sajjan Dabriwal, *Dy. Managing Director*
Biswajit Choudhuri
M.G. Todi
A.K. Kajaria
V.K. Rungta
Shiv Kumar Bajaj

Auditors

M/s. V.S. Rao & Co.
Chartered Accountants

M/s. G.P. Agrawal & Co.
Chartered Accountants

Bankers

State Bank of Travancore
State Bank of Patiala
IDBI Bank Ltd.
Allahabad Bank
Indian Bank

Depository Registrar & Share transfer agent

M/s. CIL Securities Ltd.
214, Raghava Ratna Towers
Chirag Ali Lane
Hyderabad – 500 001
Telephone: (040) 23202465/ 23203155
Fax: (040) 66661267
Email: rta@cilsecurities.com

Branches

Ahmedabad, Bengaluru, Chandigarh, Chennai, Cuttack,
Faridabad, Ghaziabad, Guwahati, Hyderabad, Indore, Jaipur,
Kanpur, Kochi, Kolkata, Mumbai, New Delhi, Patna, Raipur,
Ranchi and Rishikesh

Corporate Office

'Everest' 20th Floor
46C, J.L. Nehru Road
Kolkata – 700 071
Telephone: (033) 40505000
Fax: (033) 22884143

Registered Office

A-13, Co-operative Industrial Estate
Balanagar, Hyderabad – 500 037
Telephone: (040) 23770640
Fax: (040) 23770646

Kolkata Works

P-10, Transport Depot Road
Kolkata – 700 088

Hyderabad Works

129, Sri Venkateswara Co-op. Industrial Estate
IDA, Bollaram – 502 320 Medak Dist. (A.P.)

Faridabad Works

Plot No. 14, Sector – 6
Faridabad – 121 006 (Haryana)

Notice

TO THE MEMBERS

The 38th Annual General Meeting of **KHAITAN ELECTRICALS LIMITED** will be held on 16th September, 2014 at 11.00 A.M. at – Federation of A.P. Chamber of Commerce & Industry (FAPCCI) Premises - Surana Udyog Hall, Federation House, FAPCCI Marg, 11-6-841, Red Hills, Hyderabad-500004 to transact the following business:

1. To receive and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri A.K.Kajaria who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. V.S.Rao & Co., Chartered Accountants, Hyderabad and M/s. G.P. Agrawal & Co., Chartered Accountants, Kolkata as Joint Auditors who shall hold office from the conclusion of this Annual General Meeting and till the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, 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. M.G.Todi in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for Five Consecutive Years, for a term up to 15th September, 2019”.
5. To consider, and if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:

“RESOLVED that pursuant to the

provisions of Sections 149, 150, 152 and rules made thereunder, 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. Biswajit Choudhuri in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for Five Consecutive Years, for a term up to 15th September, 2019”.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, 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) Dr. V.K.Rungta in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for Five Consecutive Years, for a term up to 15th September, 2019”.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, 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.

Shiv Kumar Bajaj in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for Five Consecutive Years, for a term up to 15th September, 2019”.

8. To consider, and if thought fit, to pass with or without modification, as a Special Resolution, the following:

“RESOLVED that pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the companies Act, 2013 (including any amendment thereto or re-enactment thereof), the 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 thereof) to borrow moneys for the purpose of Company’s business provided that the moneys to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) do not exceed Rs. 1000 Crores (Rupees One thousand Crores) over and above the aggregate for the time being of the paid up share Capital and free reserves of the Company outstanding at any point of time”.

9. To consider, and if thought fit, to pass with or without modification, as a Special Resolution, the following:

“RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or

<p>re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by:</p> <p>(i) deleting the existing Article 75 and substituting the following new Article 75 in place thereof: Number of directors “75. Until otherwise determined by a General Meeting and subject to Section 149 of the Companies Act, the number of Directors shall not be less than three not more than fifteen.</p> <p>(ii). adding the following para at the end of existing Article 91: The Chairman is permitted to hold the position of both the Chairman as well as Managing Director/CEO/equivalent position thereof in the Company as per the</p>	<p>recommendations of the Board of Directors of the Company.”</p> <p>(iii). deleting the existing Article 92 and substituting the following new Article 92 in place thereof: “92 Subject to Section 174 of the Act, quorum for a meeting of the Board shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one), or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested</p>	<p>directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors that is to say, the number of Directors who are not interested, present at the Meeting being not less than two, shall be the quorum during such time.”</p> <p style="text-align: right;">By Order of the Board P. K. Bafana <i>Vice-President (Fin) & Company Secretary</i></p> <p>46C, J.L.Nehru Road Kolkata – 700 071 CIN: L31909AP1975PLC001949 29th May, 2014</p>
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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.

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 other person or shareholder.

2. 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.
3. The Company has notified closure of Register of Members and Share Transfer Books from 1st September, 2014 to 16th September, 2014 (both days inclusive).

4. In terms of the provisions of Section 205A and Section 205C of the Companies Act, 1956, dividends for financial years prior to 2006-07 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 Years 2006-07, 2007-08 and 2010-11 (No dividend was declared for Financial Years 2008-09, 2009-10, 2011-12 and 2012-13) 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 can claim the dividend from the company.

5. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business at the General Meeting may be transacted through electronic voting system. 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 at the end of the Notice.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Brief resume of Directors including those proposed to be appointed/reappointed, 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 as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
8. Members are requested to bring their attendance Slip. 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.
9. 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,

<p>during business hours up to the date of the Meeting.</p> <p>10. 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 can submit their PAN to the Company/CIL Securities Limited.</p> <p>11. Members desiring to seek any information on the annual accounts at the meeting, are requested to write to the Company atleast 10 days in advance of the meeting to facilitate compilation thereof.</p> <p>12 (a) In order to provide protection</p>	<p>against fraudulent encashment of the warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the Sole / First joint holder, the following information to be incorporated on the Dividend Warrants.</p> <p>(i) Name of the Sole/First joint holder and the Folio Number.</p> <p>(ii) Particulars of Bank Account, viz.,</p> <p>(a) Name of the Bank</p> <p>(b) Name of Branch</p> <p>(c) Complete address of the Bank with Pin Code Number</p> <p>(d) Account type, whether Savings (SB) or Current Account (CA)</p> <p>(b) Shareholders holding shares in</p>	<p>electronic form may kindly note that their Bank account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of/ change in such Bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change, with complete details of Bank Account.</p>
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IMPORTANT

AS INFORMED, MEMBERS ARE ONCE AGAIN REQUESTED TO SURRENDER THEIR OLD SHARE CERTIFICATES I.E.KEL-KOLKATA AND KTEL-HYDERABAD FOR EXCHANGE WITH THE NEW SHARE CERTIFICATE I.E. KEL-HYDERABAD.

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.

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 NO. 4

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all Independent Directors of the Company must be appointed in accordance with new Act., at a General Meeting of the Company, within one year of the commencement of the Act.

Accordingly, it is proposed to appoint Mr. M.G.Todi as Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term upto 15th September, 2019. A notice has been received from a member alongwith the deposit of requisite amount under section 160 of the Act., proposing the candidature of Mr. M.G.Todi as a Director.

In the opinion of the Board Mr. M.G.Todi fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act., 2013 and rules made thereunder as well as Clause 49 of the Listing Agreement with Stock Exchanges. Copy of the draft letter for 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, upto the Annual General Meeting.

Mr. M.G.Todi is Qualified Chartered Accountant and law graduate, He was also a Director of the erstwhile Khaitan Electricals Ltd, Kolkata for many years. The Company has immensely benefited from his rich industrial as well as professional experience.

Mr. M.G.Todi is also Chairman of Audit Committee and Remuneration Committee of Khaitan Electricals Ltd..

The Board considers that Mr. M. G. Todi's continued association would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr. M.G.Todi as an Independent Director, for the approval by the Shareholders of the Company.

Mr. M.G.Todi 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.

Except for Mr. M. G. Todi, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

ITEM NO.5

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all Independent Directors of the Company must be appointed in accordance with new Act., at a General Meeting of the Company, within one year of the commencement of the Act.

Accordingly, it is proposed to appoint Mr.Biswajit Choudhuri as Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term upto 15th September, 2019. A notice has been received from a member alongwith the deposit of requisite amount under section 160 of the Act., proposing the candidature of Mr. Biswajit Choudhuri as a Director.

In the opinion of the Board Mr. Biswajit Choudhuri fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act., 2013 and rules made thereunder as well as Clause 49 of the Listing Agreement with Stock Exchanges. Copy of the draft letter for 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, upto the Annual General Meeting.

Mr. Biswajit Choudhuri has over 49 years rich experience in Engineering Banking, Finance and Management. He is a graduate from IIT, Kharagpur in Mechanical Engineering. He is a former Chairman and Managing Director of United Bank of India and Executive Director of UCO Bank.

Mr. Biswajit Choudhuri is also Member of Audit Committee of Khaitan Electricals Ltd.

The Board considers that Mr. Biswajit

Choudhuri's continued association would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr.Biswajit Choudhuri as an Independent Director, for the approval by the Shareholders of the Company.

Mr. Biswajit Choudhuri 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.

Except for Mr. Biswajit Choudhuri, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

ITEM NO.6

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all Independent Directors of the Company must be appointed in accordance with new Act., at a General Meeting of the Company, within one year of the commencement of the Act.

Accordingly, it is proposed to appoint Dr. V.K. Rungta as Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term upto 15th September, 2019. A notice has been received from a member alongwith the deposit of requisite amount under section 160 of the Act., proposing the candidature of Dr. V.K.Rungta as a Director.

In the opinion of the Board Dr. V.K.Rungta fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act., 2013 and rules made thereunder as well as Clause 49 of the Listing Agreement with Stock Exchanges. Copy of the draft letter for 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, upto the Annual General Meeting.

Dr. V. K. Rungta is a qualified Company Secretary. He is also an MBA from the University of Calcutta, Graduate in Law and

has done his PHD in Management from Stanton University, New York through All India Professional Association Madras.

Dr. V. K. Rungta has over two decade of immense experience in Finance, Secretarial, Administration and other allied fields. He has been on the Board of Bank of Rajasthan, BFL SoftwareLtd.

Dr. V. K. Rungta is also a member of Audit Committee, Remuneration Committee, Shareholders/Investors Grievance Committee and Share Transfer/Transmission Committee of Khaitan Electricals Ltd.

The Board considers that Dr. V. K. Rungta's continued association would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Dr. V.K. Rungta as an Independent Director, for the approval by the Shareholders of the Company.

Dr. V.K. Rungta 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.

Except for Dr. V. K. Rungta, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

ITEM NO.7

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all Independent Directors of the Company must be appointed in accordance with new Act., at a General Meeting of the Company, within one year of the commencement of the Act.

Accordingly, it is proposed to appoint Mr.Shiv Kumar Bajaj as Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term upto 15th September, 2019. A notice has been received from a member alongwith the deposit of requisite amount under section 160 of the Act., proposing the candidature of Mr.Shiv Kumar Bajaj as a Director.

In the opinion of the Board Mr. Shiv Kumar Bajaj fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act., 2013 and rules made thereunder as well as Clause 49 of the Listing Agreement with Stock Exchanges. Copy of the draft letter for 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, upto the Annual General Meeting.

Mr. Shiv Kumar Bajaj is a Commerce Graduate. He was Commercial Adviser and associated with the Company for over three decades.

Mr. Shiv Kumar Bajaj is also Member of Remuneration Committee, Share Transfer and Transmission Committee and Shareholders/Investors Grievance Committee of Khaitan Electricals Ltd.

The Board considers that Mr. Shiv Kumar Bajaj's continued association would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr. Shiv Kumar Bajaj as an Independent Director, for the approval by the Shareholders of the Company.

Mr. Shiv Kumar Bajaj 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.

Except for Mr. Shiv Kumar Bajaj, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

ITEM NO.8

In terms of Ordinary Resolution adopted by the Shareholders at the General Meeting held on 17th September, 2011 the Board of Directors of the Company is authorized to borrow moneys upto Rs.1000 Crores (Rupees One Thousand Crores) over and above the aggregate of paid-up Share Capital and free reserves of the Company outstanding at any point of time.

The provisions of Section 180(1) (c), interalia, require approval of the shareholders by way of Special Resolution under the Companies Act, 1956.

The Ministry of Corporate Affairs has vide General Circular No.04/2014 dated March 25,2014 clarified that pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, companies would be required to pass a special resolution by September, 11, 2014. As such it is necessary to obtain fresh approval of the Members by means of Special Resolution, to enable the Board of Directors of the Company to borrow

monies apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company.

The above proposals as set out in the Resolution No.8 of the Notice are in the interest of the Company and your Directors recommended the same for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special Resolution as set out at Item No.08 of this Notice.

ITEM NO.9

The existing Articles of Association are based on Companies Act, 1956. Some of the regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013. Whilst the Company will need to review the Articles of association in its entirety upon notification of all provisions and Rules under the new Act, certain provisions of the Articles of Association which are more restrictive than the Act require alignment with the Act, as proposed in the resolution at Item No.9.

The Resolution at Item No.9 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 10 of the Companies Act, 2013. The Board of Directors recommends amendment to the Articles of Association of the Company.

A Copy of the Memorandum and Articles of Association of the Company together with the proposed alternations would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, upto and including the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

By Order of the Board
P. K. Bafana
Vice-President (Fin) & Company Secretary

46C, J.L.Nehru Road
Kolkata – 700 071
CIN: L31909AP1975PLC001949
29th May, 2014

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 e-voting period will commence on 8th September, 2014 (9.30 a.m) and end on 10th September, 2014. (6.00 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. Mr. Ashish Kumar Gaggar, Practising Company Secretary has been appointed as a Scrutinizer to scrutinize the e-voting process.
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 helpdesk: evoting@cdslindia.com

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	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) <ul style="list-style-type: none">* 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. <ul style="list-style-type: none"># Please enter the DOB or Bank Details in order to login. If the details are not recorded with the 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.

In case of members receiving the physical copy:

- (a) Please follow all steps from sl.no.(1) to sl.no.(17) above to cast vote.
- (b) The voting period begins on 8th September, 2014 (9.30 a.m.) and ends on to 10th September, 2014 (6.00 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 1st August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) 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