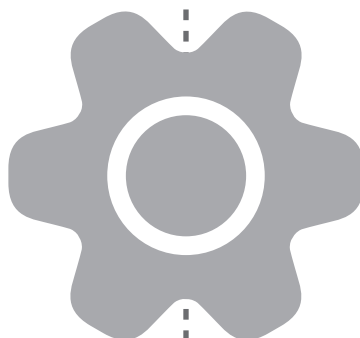




ANNUAL REPORT



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Corporate Information

Board of Directors (As on 14.08.2018)

Shri Sunil Krishna Khaitan, *Chairman & Managing Director*
Shri Gairik Banerjee
Mrs. Sujata Chatterjee

Auditors

M/s. Bidasaria and Associates,
Chartered Accountants, Kolkata

Bankers

State Bank of India
IDBI Bank Limited
Allahabad Bank
Indian Bank

Depository Registrar & Share transfer agent

M/s. CIL Securities Ltd.
214, Raghava Ratna Towers
Chirag Ali Lane, Abids
Hyderabad – 500 001
Telephone: (040) 2320 2465/2320 3155
Fax: (040) 6666 1267

Branches

Bengaluru, Chandigarh, Chennai, Cuttack, Faridabad, Ghazi-
abad, Guwahati, Hyderabad, Jaipur, Jammu, Kanpur, Kochi,
Kolkata, Mumbai, New Delhi, Patna, Ranchi, Rishikesh and
Seemadhra

Corporate Office

Khaitan Electricals Limited

'Everest House' 20th Floor
46C, J.L. Nehru Road
Kolkata – 700 071
Telephone: (033) 4050 5000
Fax: (033) 2288 4143

Registered Office

A-13, Co-operative Industrial Estate, Balanagar
Hyderabad - 500037
Phone : 23770640, 23770641, 23770642, 23770643
Fax : 23770646
Email : hydfactory@khaitan.com

Hyderabad Works

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

Faridabad Works

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

Notice

TO THE MEMBERS

NOTICE is hereby given that the Forty Second Annual General Meeting of **KHAITAN ELECTRICALS LIMITED** will be held on Saturday 29th September, 2018 at 11:00 am at A - 13, Co-operative Industrial Estate, Balanagar, Hyderabad - 500 037 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, 2018, 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:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 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), and pursuant to the resolution passed by the Members at the Forty First Annual General Meeting, appointing M/s. Bidasaria and Associates, Chartered Accountants, Kolkata (FRN 315101E) as Statutory Auditors of the Company to hold office until the conclusion of the 46th Annual General Meeting of the Company, the company hereby ratifies and confirms the appointment of M/s. Bidasaria and Associates, Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Financial Year Ended 31st March, 2019, 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."

"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."

SPECIAL BUSINESS

4. Appointment of Mr. Sujata Chatterjee as Non-Executive Independent Woman

Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, Mrs. Sujata Chatterjee (DIN: 00245656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25.04.2018 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 24th April, 2023."

5. Change of Registered Office of the Company.

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

"RESOLVED THAT Pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at A-13, Co-operative Industrial Estate, Balanagar, Hyderabad - 500 037 to 129, Sri Venkateshwara Co-op. Industrial Estate, IDA, Bollaram - 502 320, from such

date as may be decided by the Board of Directors."

"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."

6. Change of Registered Office clause of Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions applicable provisions of the Companies Act, 2013, the consent of the Members be and is hereby accorded for deleting the existing Clause II of the Memorandum of Association of the Company and substituting in its place with the following clause from such date as may be decided by the Board of Directors: -

Clause - II. "The Registered Office of the Company will be situated in the State of Telangana."

"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."

7. 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

Notice (contd.)

| | | |
|--|--|--|
| <p>SPK Associates, 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 and 31st March, 2019, be paid remuneration of Rs. 40,000/- for each year (inclusive of reimbursement of</p> | <p>out of pocket expenses) plus applicable Goods & Service Tax.”</p> <p>“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,</p> | <p>proper or expedient to give effect to this resolution.”</p> <p>By order of the Board of Directors For Khaitan Electricals Limited Sunil K. Khaitan <i>Chairman and Managing Director</i></p> |
| <p>NOTES:</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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 Saturday, 22nd</p> | <p>September, 2018 to Saturday, 29th September, 2019 (both days inclusive).</p> <p>5. In terms of the provisions of Section 205A and Section 205C of the Companies Act, 1956 dividends for financial years prior to 2009-10 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.</p> <p>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:</p> <p>M/s. CIL Securities Ltd., 214 Raghava Ratna 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</p> <p>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.</p> <p>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</p> | <p>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.</p> <p>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, 2018, 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.</p> <p>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.</p> <p>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.</p> <p>12. Physical copies of the Annual Report are being sent to all the in the permitted mode.</p> <p>13. Copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with</p> |

Notice (contd.)

| | | |
|--|---|--|
| <p>attendance slip and proxy form is being sent to all the members in permitted mode. Copies of the Notice of the 42nd 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.co.in for their download.</p> | <p>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.</p> | <p>hours of business on Friday, 31st August, 2018.</p> |
| <p>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.</p> <p>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.</p> | <p>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.</p> <p>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.</p> | <p>9. Other Instructions</p> <p>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.</p> |
| <p>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.</p> <p>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 forming part of the Annual Report.</p> | <p>5. A route map showing direction to reach the venue of 42nd Annual General Meeting is provided in the Annual Report as per the requirement of the Secretarial Standard-2 on General Meetings</p> <p>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.</p> | <p>b. The Company has appointed Mr. Amit Choraria, Proprietor, 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.</p> |
| <p>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.</p> <p>2. SEBI and Ministry of Corporate Affairs encourages paperless communication</p> | <p>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.</p> <p>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</p> | <p>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.co.in 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.</p> <p>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.</p> |

IMPORTANT

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 ALREADY PROVIDED TO THEIR DEPOSITORISES AND ALSO TO THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY.

ANNEXURE TO NOTICE:

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

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

Item Nos. 4

Mrs. Sujata Chatterjee (DIN: 00245656) was appointed as an additional director by the board of directors of the Company w-e-f 25.04.2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 she will hold office upto the date of ensuing AGM. The Company has received from her (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mrs. Sujata Chatterjee as an Independent Director of the Company up to 24th April, 2023 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

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 Mrs. Sujata Chatterjee for the office of director.

The Directors recommend the approval of the ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mrs. Sujata Chatterjee is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item Nos. 5

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be

followed for, shifting of Registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in A-13, Co-operative Industrial Estate, Balanagar, Hyderabad – 500 037. With a view to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting registered office to 129, Sri Venkateshwara Co-op. Industrial Estate, IDA, Bollaram – 502 320, from such date as may be decided by the Board of Directors.

The Board of Directors recommends the approval of special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 5.

Item Nos. 6

The state of Andhra Pradesh was split into State of Andhra Pradesh and State of Telangana and by virtue of this the proposed registered office is located in the state of Telangana on 2nd June, 2014.

The existing Registered Office clause of the Memorandum of Association is as follows:

“The Registered Office of the Company will be situated in the State of Andhra Pradesh.”

It needs to be amended as follows:

“The Registered Office of the Company will be situated in the State of Telangana”

The Board of Directors recommends the approval of special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 6.

Item No. 7

During the year 2016 - 17, 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. But due to sad demise of one of the partners of the said firm, the firm was dissolved and SPK Associates, Cost Accountants, Kolkata, were appointed to do the Audit by the Board of Directors.

The Board of Directors of the Company, approved the appointment and remuneration of M/s SPK Associates, 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, 2019 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018 and 31st March, 2019.

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. 7 of this Notice is accordingly recommended 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 | Mrs. Sujata Chatterjee |
| Date of Birth | 14.12.1960 | 09.05.1972 |
| DIN | 00127698 | 00245656 |
| Age | 58 Years | 46 Years |
| Date of Appointment for the last term as Whole Time Directors / Independent Director | 28.09.2016 (Whole Time Directors) | 25.04.2018 (Independent Director) |
| Terms & Conditions of Re-appointment alongwith Remuneration sought to be paid | Reappointment pursuant to Retirement of rotation | Appointed as Independent Director for 5 years and is entitled for sitting fees only. |
| Remuneration last drawn | Rs. 40,96,480.00 | NIL |
| Expertise in specific functional areas | Experience in manufacturing and trading in relation to Fan and appliances business. | Nearly a decade of experience in Financial Management and Administration. |
| Qualifications | Master in Business Administration | B.A. (Hons.) and M.A. |
| Number of Meetings of the Board attended during the year 2017-2018 | 4 | 0 |
| Directorship held in other public companies (excluding foreign companies) as on 31.03.2018 | 2 | 1 |
| Membership/Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31.03.2018 | 0 | 0 |
| Shareholding in Khaitan Electricals Limited | 269164 | NIL |
| 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 Wednesday, 26th September, 2018 (9.00a.m.) and end on Friday, 28th September, 2018 (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 Friday, September 21, 2018, 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 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 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 name in CAPITAL letters Eg. if your name is Krishna Murthy with sequence number 1 then enter KRO0000001 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 favor 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 favor 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 along with the Scrutinizer's Report shall be placed on the Company's website www.khaitan.co.in 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 scrutinizer'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 Wednesday, 26th September, 2018 (9.00 a.m.) and ends on Friday, 28th September, 2018 (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. Friday, 21st September, 2018, 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 or.