



Corp Off: 503/504, Raheja Chambers, Free Press Journal Marg, Nariman Point Mumbai – 400021. Tel: 022-62373077.

Email – info@electrexindia.com Website: www.electrexindia.com.

A single, ripe orange with two green leaves attached to its stem, set against a white background. The orange is positioned in the lower right quadrant of the image.

ORANGE SERIES PROFESSIONAL POWER TOOLS



COMPANY INFORMATION

Board of Directors

Mr. Mukesh M Choksi, Managing Director
Mr. Mahesh Thakur, Director & CFO
Mr. K R Hegde, Independent Director
Mr. Abnasi Thadhaney, Independent Director
Mrs. Minaxi Mukesh Choksi, Woman Independent Director
Mr. Kapil Vaswani, Company Secretary

Statutory Auditors

M/s. S M Bhat & Associates
Chartered Accountants
No.3, Ish Prasad, Old Police Lane
Andheri (E), Mumbai – 400 059

Bankers

Canara Bank
Kotak Mahindra Bank Ltd.

Registered Office

21-D1, 2nd Phase, Peenya Industrial Area
Bangalore 560058.
Website: www.electrexindia.com

Corporate Office

503, Raheja Chambers,
Free Press Journal Marg,
Nariman Point Mumbai – 400021.
Email: info@electrexindia.com

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CIN - L00363KA1982PLC005084

Reg Off: 21-DI, 2nd Phase, Peenya Indularea, Bangalore – 560058, Tel: 080-23724477.

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Notice of AGM 2016-17

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the shareholders of **Electrex (India) Limited** will be held on Monday, **28th August, 2017** at the 21-DI, 2nd Phase, Peenya Industrial Area, Bangalore – 560 058, at 10.00 a.m., to transact the following business:

Ordinary Business:

To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION-

1. **“RESOLVED THAT** the audited balance sheet of the Company as at 31st March 2017 and statement of profit and loss for the year ended on that date and reports of the directors and auditors thereon, as placed before the meeting be and are hereby adopted.”
2. **“RESOLVED THAT** Mr. Mukesh M. Choksi (DIN 00510350), a director in the Company, who retires at this meeting by rotation and being eligible, has offered himself for re-appointment, be and is hereby appointed as director of the Company.”
3. **“RESOLVED THAT** in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 framed there under, as amended from time to time, is accorded to ratify the reappointment of M/s. **S M Bhat & Associates**, Chartered Accountants, (Reg. No: 030696W) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of 35th Annual General Meeting at such remuneration plus service tax, out-of pocket, travelling and living expenses, etc., as may be agreed upon by mutual consultation.

By order of the Board

For ELECTREX (INDIA) LIMITED

Sd/-

(Mr. Mahesh B. Thakur,)

Director & CFO

DIN: 06574744

Place: Bangalore

Date: 03rd August, 2017

NOTES

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- B. The Register of Members and Share Transfer Books of the Company will be closed from **22nd August, 2017 to 28th August, 2017** (both days inclusive).
- C. Members are requested to intimate immediately any change in their address to Company's Registrars and Share Transfer Agents, M/s. Purva Share Registry India Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011.
- D. Members are requested to bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
- E. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
- F. Members/beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the company.
- G. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- H. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- I. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its members with the option of voting by electronic means the Board of Directors have appointed **Mr. Vijay Tiwari, Practising Company Secretary**, who shall scrutinize the electronic voting process at the Thirty Fourth Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **24th August, 2017** (9.00 A.M.) and ends on **27th August, 2017** (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd August, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 serial number (printed on the address label) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ELECTREX (INDIA) LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE**Information pursuant to Clause 49 of the Listing Agreement:-**

Brief details in respect of the Directors seeking re-appointment at the Annual General Meeting:

Names of Directors	Mr. Mukesh M. Choksi
Date of Birth	27 th May, 1955
Date of Appointment	21 st October, 2010
Qualifications	C.A
Profession	Business
Other Directorships	<ol style="list-style-type: none"> 1. Electrex (India) Limited 2. Alroy Commodities Pvt Ltd 3. Talent Infoway Limited 4. Buniyad Chemicals Limited

By order of the Board

For ELECTREX (INDIA) LIMITED**Sd/-****(Mr. Mahesh B. Thakur,)**

Director & CFO

DIN: 06574744

Place: Bangalore

Date: 03rd August, 2017

DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in presenting the 34th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2016-17 as compared to the previous financial year 2015-16 is given below:

Rs. in lakh

Particulars	For the year ended 31.03.2017	For the year ended 31.3.2016
Sales	6.09	-
Other Income	-	-
Profit/(loss) before Interest & Depreciation	(13.04)	(0.88)
Finance Charges	-	-
Depreciation	-	-
Profit/(Loss) before Tax	(13.04)	(0.88)
Profit/(Loss) after Tax	(13.04)	(0.88)
Balance brought forward from previous year	(23249.82)	(23248.82)
Balance carried forward to Balance Sheet	(23262.86)	(23249.82)

2. DIVIDEND

In view of the losses your directors have not recommended any dividend on Equity Shares for the year under review.

3. SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2017 is 94,61,200 Nos of Rs. 10 each totaling to Rs. 9,46,12,000/-. During the year under review, the Company has not issued any shares or granted stock options or sweat equity.

4. OPERATIONS OF THE COMPANY & FUTURE PLAN

During the year under review Company's factory at Bangalore was re-started. Company's brand still enjoy very high re-call value and as your Company has been negotiating with creditors for One-Time Settlements (OTS) there is every possibility that the Company will be able to overcome from the present difficult situation in the coming years. During the year under review, there were no changes in the nature of the business of the Company.

The operations of the company suffered in the past due to several factors beyond the control of the management such as depressed capital markets and high cost of debt. However the fundamentals of the Company continue to remain strong. Company's brand is well recognized in the domestic market. It has large distribution network. These strengths can collectively lead to revival of operations.

The **Revival Strategy** consist of:

(a) **Settlement of Debt:**

Company has submitted a Draft Rehabilitation Scheme (DRS) for the approval of all stake holders. The Scheme envisage One Time Settlement (OTS) with lenders. Majority of the lenders have given their consent to the proposed DRS.

(b) **Re-starting factory at Peenya Industrial Area, Bangalore:**

Company has re-started it's operations at it's manufacturing plant in Peenya Industrial Area, Bangalore. Company has cleared it's past dues to the Electricity Boards and has obtained fresh electricity connection. Plant and Machinery wherever required are refurbished and put into use.

(c) **Settlement of dispute with Workers:**

During the year under review Company has arrived a settlement with the worker's union and accordingly a Memorandum of Understanding (MOU) has been executed in the presence of the Department of Labor Commissioner, Government of Karnataka.

(d) **New Products Launch:**

Company has identified a series of new generation high value power tools for introduction during the coming year. These new products are launched under **Orange Series** as Professional Power Tools.

New products on the envail:

New Products – Orange – Professional Series on the envail			
			
			

(e) **Financial & Business Restructuring**

Company has initiated financial & business restructuring which will improve the operation of the coming years.

5. **STATUS WITH BIFR & DRAFT REHABILITATION SCHEME (DRS)**

As informed earlier the reference made by the company is registered with the BIFR and Canara Bank is the present Operating Agency (OA) u/s.16(2) of SICA. The Company submitted a Rehabilitation Scheme

for the approval of the OA and other lenders. A Techno Economic Viability Study (TEVS) was carried out by Canara Bank, the Operating Agency (OA) to formulate the DRS. A Joint Meeting of all the Secured Creditors and other stakeholders was conveyed by Canara Bank the Operating Agency (OA) appointed by the Hon'ble BIFR on 07.10.2016. In the said Joint Meeting, by and large, there was consensus among the institutions and statutory bodies and other stakeholders to revive the unit. Various hearings were held at the Hon'ble BIFR from time to time, the last hearing was held on 23-11-2016 in which BIFR directed Kotak Mahindra Bank to transfer the amount lying with them to Canara Bank & with a direction to examine the Draft Rehabilitation Scheme (DRS) of the Company. Subsequent hearing fixed by the Hon'ble BIFR for 13-02-2017 did not take place.

The Company is hopeful of working out a viable Rehabilitation Scheme soon.

6. POWER TOOLS - INDUSTRY ANALYSIS

Power tools stand as an integral part of the industrial evolution. They are the key enablers to enhance productivity in major industries. With various power sources ranging from combustion engines to batteries and electric motors, power tools are now ubiquitous, replacing manual labor with hand tools in construction, gardening, and house works in various tasks pertaining to drilling, cutting, shaping, fastening, sanding, grinding, polishing, painting, routing and more. Analysts forecast the global power tool market to grow at a CAGR close to 5.9% by 2021. Technological innovations especially those pertaining to Lithium-ion batteries and brushless motors are blurring out the performance limitation set for the power tools. The power tools industry is going to witness a uplift in its market size in terms of revenue. One of the structural factors driving and shaping the market for power tools is increased foreign investments and public spending in emerging economies like India. Furthermore, cordless tools stand to be a key driver for the market wherein the rise in portable and maneuverable power tools is widening the scope of their usage especially in the DIY segment. Electric motor remains to be the most widely preferred choice because of their low cost, easier maintenance and versatility. Battery-driven power tools are soon catching up with advancements in Lithium-ion battery technology. Corded power tools constitute a major part of the power tools market generating a major chunk of the market revenues. Household demand for power tools is driven by Do-it-yourself trend wherein Industrial power tools form an indispensable part of manufacturing and infrastructural end uses. Sales of industrial power tools is expected to surpass that of household power tools growing at a CAGR close to 5%.

Power Tools Market - Trends, Drivers, and Challenges

Product innovation and after-sales service are going to be the key drivers to the success of the power tool market. Other emerging trends in the power tool market include innovations in do-it-yourself tools to drive consumer demand and increased emphasis on organic growth and expansion. Shortage of skilled manpower driving automation, battery innovations and the rise of app-enabled technologies and programmable tools are among the key drivers for the growth of power tool's market.

Price-based competition, especially from China and operational challenges are among the key challenges.

Power Tools Market - Geographical Analysis

US is the world's largest market for Power tools driven by high degree of mechanization, better availability of range and awareness, followed by China. China despite being the second largest market for power tools is the largest manufacturer of the same, exporting a significant percentage of the output to other geographies. Almost all the major power tool vendors have their manufacturing bases in China with, India being the major attractive destinations in view of the growing market.