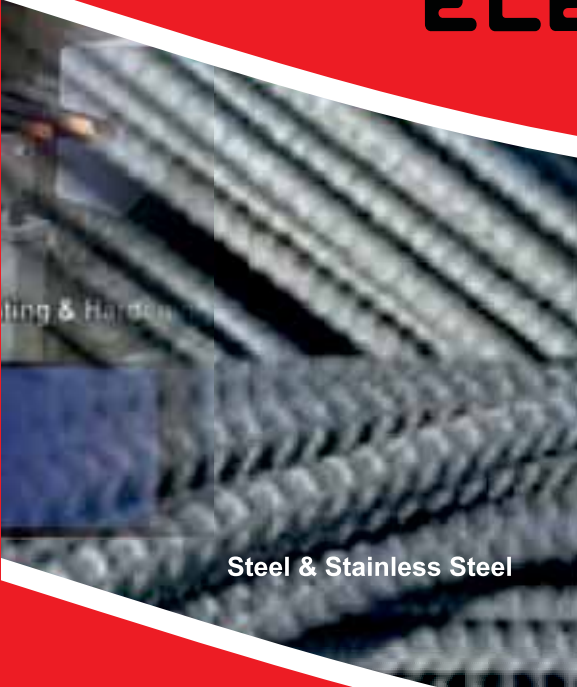




ELECTROTHERM

(INDIA) LIMITED



Steel & Stainless Steel



Continuous Casting Machine

Melting equipments for Steel Plants & Foundries

Solar Water Heater

Pollution Control Equipment

Transformers

Metal Refining Konverter

Electrotherm Refining Furnace

Gas based DRI Plant

Continuous Casting Machine

Solar Energy

Hydraulic Grab

Steel & Stainless Steel

Coal Based DRI Plant

Turnkey Projects for Steel Melt Shop

Induction Heating Equipment

Ductile Iron Pipe

Electric Bikes

Transmission Line

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mukesh Bhandari	<i>Chairman</i>
Mr. Shailesh Bhandari	<i>Managing Director</i>
Mr. Avinash Bhandari	<i>Joint Managing Director & CEO</i>
Mr. Nilesh Desai	<i>Director (up to 16 May, 2014)</i>
Mr. Ram Singh	<i>Director</i>
Mr. Pradeep Krishna Prasad	<i>Director</i>

CHIEF FINANCIAL OFFICER

Mr. Pawan Gaur

COMPANY SECRETARY

Mr. Jigar Shah

STATUTORY AUDITORS

Mehta Lodha & Co.
Chartered Accountants, Ahmedabad

COST AUDITORS

V. H. Savaliya & Co.
Cost Accountants, Ahmedabad

INTERNAL AUDITOR

RSM Astute Consulting (Guj.) Pvt. Ltd.
Surat

BANKERS

Bank of India
State Bank of India
Punjab National Bank
State Bank of Travancore
Corporation Bank
Bank of Baroda
Dena Bank
Oriental Bank of Commerce
Union Bank of India
Canara Bank
Standard Chartered Bank
Allahabad Bank

REGISTERED OFFICE

A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
CIN : L29249GJ1986PLC009126
Email: sec@electrotherm.com
Phone: +91-79-26768844, Fax: +91-79-26768855

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

303, 3rd Floor, Shoppers Plaza V,
Opp. Municipal Market, Behind Shoppers Plaza II,
Off C. G. Road, Ahmedabad – 380 009

WORKS

Engineering & Projects Division

Survey No. 72, Village : Palodia,
Taluka : Kalol, Dist : Gandhinagar – 382115

Wind Farm

Village : Dhank, Taluka : Upleta,
Dist : Rajkot, Gujarat

Special Steel and DI Pipe Division

Survey No. 325, Village : Samakhiali,
Taluka : Bhachau, Dist : Kutch, Gujarat

Electric Vehicle Division

Survey No. 689 Paiki, Village : Thol,
Taluka : Kadi, Dist. : Mehasana – 382 715, Gujarat

Transmission Line Tower Division

Village : Juni Jithardi,
Tal : Karjan, Dist. : Vadodara, Gujarat.

Particulars	Page Nos.
Chairman's Message	1
Notice of Annual General Meeting	2-13
Directors' Report	14-16
Annexure to Directors' Report	17-18
Management Discussion and Analysis Report	19-22
Report on Corporate Governance	23-33
Auditors' Report	34-37
Balance Sheet	38
Statement of Profit & Loss	39
Cash Flow Statement	40
Notes to Accounts	41-63
Statement Pursuant to Section 212- Subsidiary Companies	64
Consolidated Financial Statements	65-86

28TH ANNUAL GENERAL MEETING

28th Annual General Meeting of the members of the Company will be held on Tuesday, the 30th September, 2014 at 11.00 A.M. at S-5, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

CHAIRMAN'S MESSAGE



Dear Shareholders,

The GDP growth slowed to below 5 per cent for two consecutive years, i.e. 2012-13 and 2013-14. The combination of domestic structural constraints, inflationary pressures, particularly food inflation and uncertainty in the global economy, has affected growth and posed challenges for macroeconomic stability. However, the Economic Survey 2013-14 has pegged GDP growth for the year 2014-15 in the range of 5.4-5.9 per cent. As a result, sentiment in the country is upbeat and there is a profound change in the outlook. The GDP growth will be driven by multiple factors such as control on inflation, focus on infrastructure revival and manufacturing growth.

The increased expenditure is the main focus area of the new government therefore, opportunities to boost steel demand look more positive. Such a scenario will definitely lead to good business for the company for both Engineering division and Steel division.

The economy of India is also sure to get a boost in the coming years owing to the improvement in the global economies and the political scenario in India, where for the first time in over three decades, we have a stable government with a clear majority of a single political party. These developments both on the global and domestic front will have huge recuperations on the Indian economy.

The steps taken by the previous Government to reduce the export of iron ore through imposition of export duty has started yielding positive results. Production of pellets is on the rise, some through beneficiation and others directly. This has eased the raw material situation for the steel units in the country. The steel units operating in the South and West part of the country are specially benefitted as they were the ones which were most effected on account of ban on iron ore mining. I am sure things will further improve going forward as more and more pelletization and beneficiation plants become operational across the country.

The lifting of ban on remaining mines, expected to happen over the next 12 months, will further ease the raw material situation in the country. While the raw material situation has improved in comparison to the last year, the finished goods demand has not changed much. This has resulted into lower capacity utilization of most steel plants across the country, specially the induction based mini steel plants.

While the demand for steel is low, the demand for DI pipes is pretty robust. We have also seen price improvements in this part of the business on account of improved demand. We expect the steel demand also to substantially increase, given the renewed focus of the new government on the infrastructure sector. The demand in Gujarat is expected to be higher than the country average.

The company's efforts in its engineering division to introduce newer products in the last few years are also yielding positive results. In a short span of time since its introduction, the company has installed more than 60 mini high speed casters, probably the highest ever by any company in such short span of time. With the changing norms by BIS for steel products in the country, the ERF introduced with the EldFOS patented process is also being accepted and appreciated by the secondary steel makers. Both these products are expected to fetch huge demand over the next 5 years as the new steel capacity creation kicks in.

Most products of the company are linked very closely to the state of the economy. With GDP expected to grow at a much faster pace and the macroeconomic parameters expected to improve substantially going forward, we see better times ahead fourth company.

I would like to thank all my colleagues and the shareholders for their dedication and commitment towards the company during these testing times.

Mukesh Bhandari
Chairman

NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of Members of **Electrotherm (India) Limited** will be held on Tuesday, 30th September, 2014 at 11.00 a.m. at S-5, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with Report of Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Avinash Bhandari (DIN : 00058986), who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 106250W), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting of the Company at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/ Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Mr. Ram Singh (DIN: 00059026) as an Independent Director and in this regard 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 Sections 149, 152 reads with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provision of Clause 49 of the Listing Agreement including any modification or amendment thereof, Mr. Ram Singh (DIN: 00059026), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from this Annual General Meeting till the conclusion of Thirty Third Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Ram Singh as a candidate for the office of Director of the Company."

5. To appoint Mr. Pradeep Krishna Prasad (DIN: 00059004) as an Independent Director and in this regard 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 Sections 149, 152 reads with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provision of Clause 49 of the Listing Agreement including any modification or amendment thereof, Mr. Pradeep Krishna Prasad (DIN: 00059004), be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years from this Annual General Meeting till the conclusion of Thirty Third Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Pradeep Krishna Prasad as a candidate for the office of Director of the Company."

6. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard 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, 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), the Cost Auditors viz. V. H. Savaliya & Associates, Cost Accountant, Ahmedabad 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 March 31, 2015, be paid the remuneration of ₹2,00,000/- (Rupees : Two Lacs Only) plus service tax as applicable and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

7. To reconfirm authority to the Board of Directors for borrowing limit up to ₹4000.00 crores and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of all the earlier resolutions passed by the members of the Company in this regard under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) of the of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized

NOTICE

for the purpose) of the Company, to borrow, from time to time at their discretion, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its Free Reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹4000.00 Crores (Rupees : Four Thousand Crores Only) and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect of this resolution, the Board of Directors or its Committee thereof of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in the respect of the borrowing (s) aforesaid and further to do all such acts, deeds and things to do execute all documents and writings as may be necessary, proper desirable or expedient to give effect to this resolution."

8. To re-appoint Mr. Mukesh Bhandari (DIN: 00014511) as a Managing Director designated as a Chairman and in this regard to considers and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 & 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Article of Association of the Company and subject to the remuneration recommended by the Nomination and Remuneration Committee and subject to approval of the Banks, Financial Institutions, Board of Industrial Financial reconstruction and Central Government and such other approval that may be necessary, consent and approval of the Company be and is hereby granted to the re-appointment of Mr. Mukesh Bhandari (DIN: 00014511) as Managing Director designated as a Chairman of the Company, for a further period of 3 (three) years with effect from February 01, 2014 and concluding on 31st January, 2017as hereunder :

A) REMUNERATION:

Monthly Salary of ₹2,00,000/- (Rupees Two Lacs Only)

B) PERQUISITES:

- i) In addition to the salary as above, Mr. Mukesh Bhandari will be entitled to Personal Accident Insurance and Group Life Insurance, Club fees subject to a maximum of two clubs, medical reimbursement, company provided car and driver.
- ii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iv) Encashment of leave at the end of the tenure.

II POWERS

The appointee shall function under the supervision, control and guidance of the Board of Directors of the Company and shall exercise substantial powers of management to the extent and in the manner delegated by the Board of Directors of the Company.

III SITTING FEES

The appointment shall not receive any sitting fees for attending any meeting of the Board or Committees thereof.

IV RETIREMENT BY ROTATION

The appointee shall not be liable to retire by rotation at annual general meeting of the Company.

C) MINIMUM SALARY

In the event of any absence or inadequacy of profits in any financial year of the Company during his tenure, the remuneration payable to Mr. Mukesh Bhandari shall be in conformity with the conditions specified in Section II of Part II of the Schedule V of the Companies Act, 2013 or any modifications thereof to the extent and in the manner as may be mutually agreed by the Company and the appointee.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds things and matters as may be necessary proper or expedient to give effect to this resolution."

9. To re-appoint Mr. Shailesh Bhandari (DIN: 00058866) as a Managing Director and in this regard to considers and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 & 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel)

NOTICE

Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Article of Association of the Company and subject to the remuneration recommended by the Nomination and Remuneration Committee and subject to approval of the Banks, Financial Institutions, Board of Industrial Financial Reconstruction and Central Government and such other approval that may be necessary, consent and approval of the Company be and is hereby granted to the re-appointment of Mr. Shailesh Bhandari (DIN: 00058866) as a Managing Director of the Company, for a further period of 3 (three) years with effect from February 01, 2014 and concluding on 31st January, 2017as hereunder :

A) REMUNERATION:

Monthly salary of ₹2,00,000/- (Rupees Two Lacs Only)

B) PERQUISITES:

- i) In addition to the salary as above, Mr. Shailesh Bhandari will be entitled to Personal Accident Insurance and Group Life Insurance, Club fees subject to a maximum of two clubs, medical reimbursement, company provided car and driver.
- ii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iv) Encashment of leave at the end of the tenure.

II POWERS

The appointee shall function under the supervision, control and guidance of the Board of Directors of the Company and shall exercise substantial powers of management to the extent and in the manner delegated by the Board of Directors of the Company.

III SITTING FEES

The appointment shall not receive any sitting fees for attending any meeting of the Board or Committees thereof.

IV RETIREMENT BY ROTATION

The appointee shall be liable to retire by rotation at annual general meeting of the Company.

C) MINIMUM SALARY

In the event of any absence or inadequacy of profits in any financial year of the Company during his tenure, the remuneration payable to Mr. Shailesh Bhandari shall be in conformity with the conditions specified in Section II of Part II of the Schedule V of the Companies Act, 2013 or any modifications thereof to the extent and in the manner as may be mutually agreed by the Company and the appointee.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds things and matters as may be necessary proper or expedient to give effect to this resolution."

10. To re-appoint Mr. Avinash Bhandari (DIN: 00058986) as a Joint Managing Director & CEO and in this regard to considers and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 & 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013(Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Article of Association of the Company and subject to the remuneration recommended by the Nomination and Remuneration Committee and subject to approval of the Banks, Financial Institutions, Board of Industrial Financial Reconstruction and Central Government and such other approval that may be necessary, consent and approval of the Company be and is hereby granted to the re-appointment of Mr. Avinash Bhandari (DIN : 00058986) as Joint Managing Director & CEO of the Company, for a further period of 3 (three) years with effect from February 01, 2014 and concluding on 31st January, 2017as hereunder :

A) REMUNERATION:

Monthly salary of ₹2,00,000/- (Rupees Two lacs only)

B) PERQUISITES:

- i) In addition to the salary as above, Mr. Avinash Bhandari will be entitled to Personal Accident Insurance and Group Life Insurance, Club fees subject to a maximum of two clubs, medical reimbursement, company provided car and driver.
- ii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iv) Encashment of leave at the end of the tenure.

NOTICE

II POWERS

The appointee shall function under the supervision, control and guidance of the Board of Directors of the Company and shall exercise substantial powers of management to the extent and in the manner delegated by the Board of Directors of the Company.

III SITTING FEES

The appointment shall not receive any sitting fees for attending any meeting of the Board or Committees thereof.

IV RETIREMENT BY ROTATION

The appointee shall be liable to retire by rotation at annual general meeting of the Company.

C) MINIMUM SALARY

In the event of any absence or inadequacy of profits in any financial year of the Company during his tenure, the remuneration payable to Mr. Avinash Bhandari shall be in conformity with the conditions specified in Section II of Part II of the Schedule V of the Companies Act, 2013 or any modifications thereof to the extent and in the manner as may be mutually agreed by the Company and the appointee.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds things and matters as may be necessary proper or expedient to give effect to this resolution."

11. To approve adoption of new set of Articles of Association of the Company and in this regard 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 of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. Authority for related party transactions under section 188(1) of the Companies Act, 2013 and in this regard 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 of Section 188(1) and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for entering into the related party transactions by the Company with effect from 1st April, 2014 up to the maximum per annum amounts as appended below :

(₹ In Crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2014		
Name of Related Parties	Transactions defined u/s.188(1) of the Companies Act, 2013	
	Nature of Interest/ Relationship transaction	Value of estimated Transaction per annum
COMPANIES :		
ETAIN Immodo Renewables Ltd.	Sale /Purchase or Supply of any goods, materials	25.00
Electrotherm Solar Limited	Sale /Purchase or supply of any goods, materials	5.00
Electra Transformer Limited	Sale /Purchase or supply of any goods, materials	5.00
TRUST :		
Bhandari Charitable Trust	Sale /Purchase or supply of any goods, materials	5.00
SUBSIDIARY COMPANIES :		
Hans Ispat Limited	Sale /Purchase or supply of any goods, materials	500.00
DIRECTORS/KMPS/RELATIVES OF DIRECTOR AND KMPS		
Mukesh Bhandari	Leasing of Property	0.50
Shailesh Bhandari	Leasing of Property	0.50
Indubala Bhandari	Leasing of Property	0.10
Jyoti Bhandari	Leasing of Property	0.10

NOTICE

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and /or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

**By Order of the Board
For Electrotherm (India) Limited**

**Jigar Shah
Company Secretary**

Place : Ahmedabad
Date : 13th August, 2014
Registered Office:
A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
CIN : L29249GJ1986PLC009126
E-mail Id : sec@electrotherm.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 28TH ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 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 MEMBER.
2. Corporate members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4 to 12 of the Notice which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed From 26th September, 2014 to 30th September, 2014 (Both days inclusive).
5. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
6. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment at the Annual General Meeting is attached hereto.
7. Relevant documents referred to in the accompanying Notice and the statement is 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.
8. (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of the shares held in electronic form and
 - (ii) to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
 (b) In case the mailing address mentioned on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
9. Those members who have not encashed their dividend warrants pertaining to the following years are requested to approach the Company for the payment thereof as the same will stand transferred to the Investor Education and Protection Fund (IEPF), pursuant to section 205A(5) of the Companies Act, 1956, on respective due dates mentioned hereunder. Kindly note that after such date, the members will lose their right to claim such dividend.

Financial Year	Rate (Amt. per Share)	Date of Declaration	Due for Transfer on
2007 - 2008	25% (₹ 2.50)	20/06/2008	27/07/2015
2008 - 2009	25% (₹ 2.50)	15/09/2009	21/10/2016
2009 - 2010	25% (₹ 2.50)	24/09/2010	30/10/2017

In August, 2014, the Company has transferred the money lying to unpaid / unclaimed dividend account for the year 2006-2007 to Investor Education and Protection Fund established by the Central Government.

NOTICE

10. In terms of Investor Education & Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 issued by the Ministry of Corporate Affairs effective from 20th May, 2012, Company has uploaded the data regarding unpaid/unclaimed dividend for the last seven years on the website of the Company as well as that of Ministry of Corporate Affairs.
11. In terms of Circular issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, deletion of name and transmission of shares and transposition of shares. Members holding shares in electronic form can submit their copy of PAN to Depository participant and holding shares in physical form can submit their PAN details to the Company.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form will be supplied on request of the shareholder.
13. The Annual Report of the Company for the year 2013-2014, circulated to the Members of the Company, is available on the Company's website viz. www.electrotherm.com.
14. In line with the measures of Green Initiative taken by SEBI, Companies Act, 2013 also provided for sending notice of the meeting and other shareholder correspondences through electronic mode, members holding shares in physical mode are requested to register their e-mail ID's with the Company or RTA and Members holding shares in Demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

REQUEST TO THE MEMBERS:

1. Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company at least 7 days prior to the meeting so that the required information can be made available at the Meeting.
3. Members are requested to bring their copy of the Annual Report to the Meeting.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc from the Company electronically.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :

ITEM NO. 4 & 5

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term up to 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

The following Directors are Independent Directors viz. Mr. Ram Singh, Mr. Pradeep Krishna Prasad on the Board of the Company.

It is proposed to appoint each of them as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Third Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.

The Company has received notices pursuant to the provision of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. Ram Singh and Mr. Pradeep Krishna Prasad as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ram Singh and Mr. Pradeep Krishna Prasad fulfils the conditions for their appointment as Independent Directors as specified in the Act, the Rules made there under and the Listing Agreement. All of them are independent of the management. Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Ram Singh, Mr. Pradeep Krishna Prasad and their relatives are concerned or interested financially or otherwise in the respective resolutions for their appointment. The resolutions as set out in Item nos. 4 & 5 of this Notice are accordingly commended for your approval.

ITEM NO. 6

The Board of Directors of your Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. V. H. Savaliya & Associates, Cost Accountant, Ahmedabad, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

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.

NOTICE

Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested financially or otherwise in the said resolution.

The resolution as set out in Item no.6 of this Notice is accordingly commended for your approval.

ITEM NO. 7

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves. The above section 180(1)(c) of the Companies Act, 2013 corresponds to section 293(1)(d) of Companies Act, 1956 under which the consent of the Company was required by ordinary resolution.

Accordingly, the shareholders of the Company had accorded consent by ordinary resolutions to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of ₹4000.00 Crores (Rupees : Four Thousand Crores only) by way of postal ballot passed on 12th January, 2013. However, the Ministry of Corporate Affairs, New Delhi vide its General Circular No. 4/2014 dated 25th March, 2014 has stated that such ordinary resolutions passed under old Companies Act, 1956 for borrowing money in excess of limits and to create security on undertaking of the Company, shall remain valid up to one year from the commencement of the Companies Act, 2013 i.e. up to 11th September, 2014.

Therefore, it is proposed to reconfirm the limit of such borrowing power of ₹4000.00 Crores (Rupees Four Thousand Crores only) by special resolution.

None of the Directors, Key Managerial Personnel or their relatives has any concern or interest, financially or otherwise in the resolutions.

The Board recommends the resolution set out in Item No.7 for the approval of the members.

ITEM NO.8, 9 & 10

The Shareholders of the Company by postal ballot passed on 20th March, 2009 approved the appointment of Mr. Mukesh Bhandari, Managing Director designated as Chairman, Mr. Shailesh Bhandari, Managing Director and Mr. Avinash Bhandari as a Joint Managing Director and CEO of the Company for a period of five years from 01st February, 2009 to 31st January, 2014. Further their Remunerations were revised on the Annual General Meeting held on 15th September, 2009.

Remuneration to Mr. Mukesh Bhandari, Managing Director designated as Chairman, Mr. Shailesh Bhandari, Managing Director and Mr. Avinash Bhandari as a Joint Managing Director and CEO of the Company were paid in accordance with the approval of Shareholders and in accordance with the provision of the Companies Act, 1956 and Notification issued by the Ministry of Corporate Affairs.

Nomination and Remuneration Committee and the Board of Directors have approved and recommended the remuneration to Mukesh Bhandari, Shailesh Bhandari and Avinash Bhandari on 31.01.2014.

The Networth of the Company has been fully eroded and the reference of BIFR has been filed by the Company by making an application to it. The Company is in default in payment of interest and principal. Payment of Remuneration to Mr. Mukesh Bhandari, Mr. Shailesh Bhandari and Mr. Avinash Bhandari would be subject to the approval from Banks, Financial institutions, Board of Industrial Financial Reconstruction and Central Government and such other approval that may be necessary in terms of the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the Resolution for approval of the shareholders.

The above may be treated as a written memorandum setting out the terms of re-appointment and remuneration of Mr. Mukesh Bhandari, Mr. Shailesh Bhandari, Mr. Avinash Bhandari as required under Section 190 of the Companies Act, 2013.

Mr. Mukesh Bhandari, Mr. Shailesh Bhandari, Mr. Avinash Bhandari and their relatives may be deemed to interested or concerned financially or otherwise in the proposed resolutions. None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the above resolutions.

Statement pursuant to the provisions of clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No. 8, 9 & 10.

The particulars required to be disclosed in the explanatory Statement in accordance with provisions of Section II of Part II of Schedule V of the Companies act, 2013, are given below:

I General Information

(1) Nature of Industry:

Electrotherm (India) Limited (hereinafter referred to as "ET/the Company") was incorporated on 29.10.1986 is amongst India's Largest Furnace Manufacturing Company. It also manufactures Ductile Iron Pipe, Electric Bikes, Steel and Stainless Steel, Solar Water Heater, Solar Energy Products, Induction Heating Equipment, Hydraulic Grab, Transformers, Transmission Line Tower, Continuous Casting Machine and has also handled Turnkey Projects. It serves its customer in 43 Countries.

(2) Date or expected date of Commercial Production:

The Company commenced its manufacturing operation in 1986.