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Products:

Melting equipments for Steel Plants & Foundries

Metal Refining Konverter

Electrotherm Refining Furnace

Continuous Casting Machine

Transformers

Turnkey Projects for Steel Melt Shop

Induction Heating Equipment

Coal Based DRI Plant

Pollution Control Equipment

Hydraulic Grab

Steel & Stainless Steel

Ductile Iron Pipe

Solar Energy

Solar Water Heater

Transmission Line

Electric Bikes



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. Ram Singh	<i>Director</i>
Mr. Chaitanyapratap Sharma	<i>Director(w.e.f. 11 Feb., 2015)</i>
Mr. Pradeep Krishna Prasad	<i>Director(Up to 15 Nov., 2014)</i>
Ms. Neeta Mukati	<i>Woman Director(Up to 2 June, 2015)</i>

CHIEF FINANCIAL OFFICER

Mr. Pawan Gaur

COMPANY SECRETARY

Mr. Jigar Shah (Up to 14 Aug., 2015)

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 / FINANCIAL INSTITUTIONS

Edelweiss Asset Reconstruction Company Limited
Punjab National Bank
Corporation Bank
Dena Bank
Oriental Bank of Commerce
Union Bank of India
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 & Electric Vehicle Division

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

Transmission Line Tower Division

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

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29TH ANNUAL GENERAL MEETING

29th Annual General Meeting of the members of the Company will be held on Wednesday, the 30th September, 2015 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 Indian economy has regained confidence in financial year 2015 as a result of the various initiatives announced by the new Government like Make in India, Housing for all, Developing 100 Smart Cities, Boost to Infrastructure, Focus on Road Building etc. Contradictory to this, global economy did not show any signs of improvement and the global economic scenario was marked by weak growth with volatile commodity prices and appreciation of US Dollar against most global currencies. While the domestic market sentiments improved in the last year, the tangible changes are still awaited in the business environment. The growth during the year also remained muted with no major demand in the capital goods sector or the steel sector. The core sectors of steel, power, cement, oil etc. continue to remain subdued thus affecting the capital goods sector where the orders flow remains muted as well.

The Indian economy grew at 7.3 percent (GDP) in 2014-15 due to improvement in the performance of both services as well as manufacturing sectors in comparison to 5.1 percent in 2012-13 and 6.9 percent in 2013-14. Cumulative industrial growth during the entire fiscal 2014-15 was recorded at 2.8% as against a contraction of 0.1% during the previous fiscal. The manufacturing sector bounced back to the growth path in FY 15 with strong indication of further improvement. We expect industrial production will be better in the ongoing fiscal.

Though India is one of the top steel producers in the world, the price of Indian steel is very high in the international market. The Indian steel industry, especially the finished steel producers, are having a tough time, owing to the high cost of raw material in the domestic market. The supply of cheaper material from neighboring countries is also a major worry for domestic steel producers.

However, the Indian steel industry has a very promising future in the long term. The current government has ushered in an era of optimism by implementing multiple, far reaching reforms and has focused on infrastructure creation as one of its key priorities. That is an encouraging sign for the steel players in the long run. We envisage new demand for steel in the domestic market once the announced programs from the government start gaining momentum as well as the policies are tweaked to make it beneficial for the industry. The structural reforms initiated by the government are bound to have long-term benefits, impacting all industries and sectors.

In the last year, our company has clocked a sales turnover of ₹ 1833.26 crores which is 55% growth in comparison to FY 2013-14. Capacity utilization during the year has improved especially on account of improved raw materials availability. The pipe division, on account of comparatively better demand situation, has shown the maximum increase in capacity utilization.

The demand for the DI pipe remains pretty robust due to the increased focus of the government to provide better drinking water infrastructure but the prices are under pressure because of the intense competition.

We have started seeing an increased number of enquiries from steel plants in our Engineering & Projects division with steel plants wanting to increase their existing capacities either through expansion or by adding productivity improvement equipments. There is also an increased order generation of casters by the steel plants, as they have become aware about the benefits and the need to cast billets as against traditional ingot casting. Also, our new product, Pollution Control Equipment will see rise in demand as the government policies related to the environment norms get stringent. While we believe that these inquiries will take time to convert into orders, we remain optimistic of the demand situation over the next 2 – 3 years for the Engineering division.

The company is also optimistic about the demand situation for electric 3 wheelers due to various initiatives taken by the new government in the electric vehicle sector. In this year, the company has introduced its range of E-Rickshaws (Passenger Application) under brand name of E-TAXE and product for cargo application under brand name E-WINNER. Government of India has announced incentives for Electric two wheelers under FAME – INDIAScheme. Your company is looking at revival of two wheeler electric vehicle sales.

We continue to nurture talent and leadership through our focused and different learning and development programs, aimed at enabling our people achieve their personal as well as professional goals.

On behalf of the board, I thank all our Employees, Customers, Bankers, Investors and Vendors for extending their trust and faith in your company.

Mukesh Bhandari
Chairman

**NOTICE**

NOTICE is hereby given that the **29th Annual General Meeting** of Members of **Electrotherm (India) Limited** will be held on Wednesday, 30th September, 2015 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 consider and adopt audited financial statement of the Company (including consolidated financial statement) for the financial year ended on 31st March, 2015 together with report of Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shailesh Bhandari (DIN : 00058866), who retires 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, 142 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 and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To appoint Mr. Chaitanyapratap Sharma (DIN 07067095) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read 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 Clause 49 of the Listing Agreement, Mr. Chaitanyapratap Sharma (DIN 07067095), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from 11th February, 2015 to 10th February, 2020, whose period of office shall not be liable to determination by retirement of directors by rotation."

5. **To ratify the remuneration of the Cost Auditors for the financial year ending on 31st March, 2016:**

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 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors on recommendation of the Audit Committee of ₹ 2,00,000/- (Rupees Two Lacs Only) to M/s V. H. Savaliya & Associates, Cost Accountants (Membership No.13867) for conducting the audit of cost records of the Company for the financial year ending on 31st March, 2016."

6. **To approve Alteration of Articles of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, 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 Articles of Association of the Company be altered by completely deleting Article No. 168 to Article No. 185.

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."

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

Place : Palodia
Date : 14th August, 2015
Registered Office:
A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad - 380 015
CIN : L29249GJ1986PLC009126
E-mail Id : sec@electrotherm.com

Shailesh Bhandari
Managing Director
(DIN : 00058866)

NOTICE

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 29TH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. 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 AGM.

A PERSON SHALL ACT AS PROXY FOR NOT EXCEEDING 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. A body corporate 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 resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special business in respect of item no. 4 to 6 of the Notice to be transacted at the AGM is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 30th September, 2015 (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 and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at the Annual General Meeting is attached hereto.
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102(1) of the Companies Act, 2013 are available 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. Members are requested to bring their copy of the Annual Report to the Meeting and members are also requested to notify immediately if 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.
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 205C of the Companies Act, 1956 and section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government, on respective due dates mentioned hereunder. Kindly note, that after such date, the members will lose their right to claim such dividend, unless the provisions of section 125 of the Companies Act, 2013 and rules are notified by the Central Government.

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

In August, 2015, the Company has transferred the money lying to unpaid / unclaimed dividend account for the year 2007-2008 to Investor Education and Protection Fund established by the Central Government.

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. Securities and Exchange Board of India (SEBI) has mandated submission of PAN to the Company or its RTA in the cases related to transfer of shares, deletion of name, 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.

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12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provision of section 72 of the Companies Act, 2013 read with the Rules issued there under. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to RTA. Members holding shares in electronic form may contact their respective Depository Participants(s) for availing this facility.
13. Electronic copy of the Notice convening the 29th AGM of the Company, Annual Report along with attendance slip and Proxy Form are being sent to the members who have registered their email ids with the company/Depository Participant(s), RTA. For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode. Also the copy of full annual report 2014-2015 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.
15. Members / Proxies should bring the Attendance Slip sent herewith duly filled & signed in for attending the Meeting and members who hold shares in electronic form are requested to bring their Client ID and DP ID numbers for identification.
16. 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 (seven) days prior to the meeting so that the required information can be made available at the Meeting.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued there under and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote by electronic means through the remote e-voting platform provided by CDSL and the business may be transacted through such voting. The process for remote e-voting is annexed hereto.
18. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on cut-off date i.e. Wednesday, 23rd September, 2015.
19. Mr. Dipak Rachchha, Advocate has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
21. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
22. 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.
23. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make, not later than three days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of the Annual General Meeting, who shall countersign the same.
24. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.electrotherm.com. The Company shall simultaneously forward the result to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the company are listed.

PROCESS AND MANNER FOR VOTING BY ELECTRONIC MEANS (E-VOTING):

The instructions for members for voting electronically are as under:

- i) The voting period begins on Saturday, 26th September, 2015 from 9:00 a.m. and ends on Tuesday, 29th September, 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2015, being the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.

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- v) Now 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form)
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN of ELECTROTHERM (INDIA) LIMITED on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

**NOTICE**

- 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.
- xx) For Details relating to remote e-voting, please refer to the Notice of the AGM. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e- voting user manual for Shareholders available at the Help section of www.evotingindia.com or contact at toll free No. 1800-200-5533.

In case of any grievances connected with facility for voting by electronic means, please contact:

Mr. Wenceslaus Furtado

Deputy Manager,
CDSL, 17th Floor, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Email : helpdesk.evoting@cdslindia.com
Tel : 022-22723333

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:****ITEM NO. 4**

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.

Mr. Chaitanyapratap Sharma was appointed as an additional & Independent Director on the Board of the Company on 11th February, 2015. It is proposed to appoint him as an 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 11th February, 2015 to 10th February, 2020, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Chaitnyapratap Sharma as an Independent Director of the Company.

The above mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement.

Pursuant to Secretarial Standard- 2, details of Mr. Chaitnyapratap Sharma are annexed with the notice.

In the opinion of the Board, Mr. Chaitnyapratap Sharma fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made there under and the Listing Agreement. He is an independent of the management. Considering his varied experience, his presence on the Board will be of immense value to the Company.

Except Mr. Chaitanyapratap Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The resolution as set out in Item No. 4 of this Notice is accordingly recommended for your approval.

ITEM NO. 5

The Board of Directors at their Meeting held on 14th August, 2015, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. V. H. Savaliya & Associates, Cost Accountants (Membership No.13867), Ahmedabad, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2016 at a remuneration of ₹ 2,00,000/- (Rupees Two Lacs Only).

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for approving the Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2016.

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

The resolution as set out in Item no. 5 of this Notice is accordingly recommended for your approval.

NOTICE

ITEM NO. 6

As the members are aware, the Company has inserted present Article 168 to 176 of the Articles of Association pursuant to execution of Shareholders Agreement with India Advantage Fund – VI through its investment manager ICICI Venture Funds Management Company Limited in the year May, 2007. Further the Company has also inserted present Article 177 to 185 of the Articles of Association pursuant to execution of Shareholders Agreement with DEG-Deutsche Investitions-und Entwicklungsgesellschaft mbH in the year March, 2009.

Since now both the above said investors have ceased to be the shareholders of the Company, the Company is no longer required to abide by the provisions of the Shareholders Agreement entered into with them. As such, it is proposed to alter the Articles of Association by completely deleting Articles 168 to 185.

None of the Directors, Key Managerial Personnel of the Company or their relatives 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 recommended for your approval.

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

Place : Palodia
Date : 14th August, 2015
Registered Office:
A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
CIN : L29249GJ1986PLC009126
E-mail Id : sec@electrotherm.com

Shailesh Bhandari
Managing Director
(DIN : 00058866)


NOTICE
**INFORMATION REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT AND SECRETARIAL
STANDARD-2 WITH RESPECT TO THE APPOINTMENT / RE-APPOINTMENT OF A DIRECTOR**

Name of Director	Mr. Shailesh Bhandari	Mr. Chaitanyapratap Sharma
Director Identification Number	00058866	07067095
Age	56 years	34 years
Date of Appointment	27/06/1989	11/02/2005
Qualification	B.Sc.(Economics)	B.Com with Specialization International Marketing Management and Imports & Exports.
Experience / Expertise in functional areas	He has having more than 30 years experience and has immensely contributed in designing and developing metallurgical equipment as an import substitute. He closely supervises the marketing and financial activities in the Company	He has 8 years experience in Marketing, Export and Production Business in China and India, with a strong local network and professional sourcing. He is Sociable, flexible, effective communicator, excellent in negotiation, responsible in quality control and inspection.
Terms and conditions of appointment / re-appointment	He is retired by rotation at 29 th AGM and being eligible offers himself for re-appointment. He was re-appointed as Managing Director of the Company for a period of 3 (three) years with effect from February 1, 2014 to 31 st January, 2017.	He was appointed as an Additional & Independent Director w.e.f. 11th February, 2015. He is proposed to be appointed as Independent Director for a term of 5 (five) consecutive years with effect from 11th February, 2015 to 10th February, 2020, whose period of office shall not be liable to determination by retirement of directors by rotation
Remuneration sought to be paid and the remuneration last drawn	NIL	NIL
No. of Shares held in the Company	8,48,275 equity shares	NIL
Relationship with other Directors, Manager and other KMP	He is brother of Mr. Mukesh Bhandari, Chairman	N.A.
Number of Meetings of the Board attended during the year	5 (100%)	2 (100%)
Directorship held in other Public Limited Companies	<ol style="list-style-type: none"> 1. Ahmedabad Aviation And Aeronautics Limited. 2. Bhaskarpara Coal Company Limited 3. Electrotherm Engineering & Projects Limited 4. Western India Speciality Hospital Limited. 5. Hans Ispat Limited 6. Shree Hans Papers Limited 7. Shree Ram Electro Cast Limited 8. Gujarat Mint Alloys Ltd. 	<ol style="list-style-type: none"> 1. Hans Ispat Limited
Memberships / Chairmanships of Committees	<p>Audit Committee :</p> <ol style="list-style-type: none"> 1. Hans Ispat Ltd. - Chairman 2. Western India Speciality Hospital Limited - Member 3. Bhaskarpara Coal Company Limited. -Member 4. Shree Ram Electro Cast Limited -Member <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. Hans Ispat Ltd. - Member 2. Shree Ram Electro Cast Limited -Member 	<p>Audit Committee :</p> <ol style="list-style-type: none"> 1. Hans Ispat Ltd. - Member <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. Hans Ispat Ltd. - Member