

ELECTROTHERM®

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31st ANNUAL REPORT
2016-17

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mukesh Bhandari	<i>Chairman & Managing Director</i>
Mr. Shailesh Bhandari	<i>Managing Director</i>
Mr. Avinash Bhandari	<i>Joint Managing Director & CEO</i>
Mr. Siddharth Bhandari	<i>Additional Director and Whole Time Director (w.e.f. 26th April, 2017)</i>
Mr. Ram Singh	<i>Independent Director (upto 14th April, 2017)</i>
Mr. Chaitanyapratap Sharma	<i>Independent Director (upto 17th May, 2017)</i>
Ms. Kruti Shukla	<i>Independent Director</i>
Dr. Narayan Masand	<i>Additional Director (Independent Director) (w.e.f. 26th April, 2017)</i>
Dr. Krishna Kant Shiromani	<i>Additional Director (Independent Director) (w.e.f. 23rd May, 2017)</i>
Mr. Vivek Sharma	<i>Additional Director (Independent Director) (w.e.f. 5th August, 2017)</i>

KEY MANAGERIAL PERSONNEL

Mr. Pawan Gaur	<i>Chief Financial Officer</i>
Mr. Fageshkumar R. Soni	<i>Company Secretary</i>

AUDITORS

Mehta Lodha & Co.	Chartered Accountants (Statutory Auditor)
Bharat Prajapati & Co.	Company Secretaries (Secretarial Auditor)
V. H. Savaliya & Associates	Cost Accountants (Cost Auditor)
RSM Astute Consulting (Guj.) Pvt. Ltd.	Internal Auditor

BANKERS / FINANCIAL INSTITUTIONS

Edelweiss Asset Reconstruction Company Limited
 Invent Assets Securitisation & Reconstruction Pvt. Ltd.
 Raytheon Asset Reconstruction Pvt. Ltd.
 International Finance Corporation
 Corporation Bank
 Union Bank of India
 Standard Chartered Bank
 Central Bank Of India
 Indian Overseas Bank
 Vijya Bank
 Syndicate 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
 5th Floor, 506 to 508, Amarnath Business Centre-I,
 Beside Gala Business Centre, Nr. St. Xavier's College Corner,
 Off C. G. Road, Navrangpura, Ahmedabad – 380 009
 Tel No. & Fax No. : +91-79-26465179
 Email : ahmedabad@linkintime.co.in

WORKS

Engineering & Projects Division

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

Special Steel and DI Pipe Division & Electric Vehicle Division

Survey No. 325, Village : Samakhiyali, N. H. No. 8A,
 Near Toll Naka, Taluka : Bhachau, Dist : Kutch, Gujarat

Transmission Line Tower Division

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

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31ST ANNUAL GENERAL MEETING

31st Annual General Meeting of the members of the Company will be held on Tuesday, 5th September, 2017 at 10.00 A.M. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Dear Shareholders,

From the past few years, India is emerging as one of the fastest growing economies in the World. The growth forecast for India during the year 2016-17 was around 7.8%, however, the demonetization drive of the Government resulted into slowdown of the economy in the last quarter of the year. The economic growth slowed to 6.1% in the fourth quarter ending March 2017, compared with 7.1% in the previous quarter, as the Government's note ban decision slowed activity in cash-dependent sectors. The GDP growth stood at 7.1% during the year. The Indian Economy is expected to further accelerate at 7.7 – 8% during FY 2017-18.



The global economy in the year FY 2016 – 17 was stable as compared to last year. The Global Economic activities seem to be improving gradually with a long-awaited cyclical recovery in investment, manufacturing, and trade. Also, the world growth is expected to rise from 3.1% in 2016 to 3.5% in 2017 and 3.6% in 2018 as projected by World Economic Outlook owing to all the upside developments of stronger activity, expectations of more robust global demand, reduced deflationary pressures and optimistic financial markets around the world. But structural impediments to a stronger recovery and a balance of risks that remains tilted to the downside, especially over the medium term, remain important challenges.

While in India, the demonetization was a small blip in the GDP and the economy growth story of the Country, the structural story for the Country remains extremely strong and the Indian Economy has the potential and the opportunity to grow between 8 – 10% for a sustained period of 10 – 15 years taking the GDP from current 2.2 trillion USD to 10 trillion USD. If this happens, Industries like Cement and Steel will be the biggest beneficiary as large sums of money will be invested into building of infrastructure not only to support growth but also to make the economy more efficient and productive. Due to the focus of the Government on Infrastructure Development, Roads and Ports construction, projects like Sagarmala, Housing for All, Increased Investment in Railways and Defense Sectors and initiatives like "Make in India", the steel consumption will increase dramatically in the coming years. India has entered into a phase of low interest rates and low interest regime is expected to continue for at least next five years. This will substantially boost the demand for housing, white goods, two wheelers and cars. All this will drive the steel demand towards the 300 million ton mark.

The market going forward is looking extremely encouraging. With the demand for steel increasing due to various initiatives taken by the Government, more and more new steel capacity will be set up in the Country. This should help us substantially increase our engineering business over the next few years.

For the first time after many years, the Government is speedily taking policy decisions to protect various industries from the onslaught of Chinese dumping by taking quick and correct measures of anti-

dumping duties and imposition of other trade barriers like MIP. The Steel Industry has benefited from such Government Policies in the last 1-2 years and will continue to benefit if the Government continues to provide the support.

These and many other indicators give us the confidence and faith that the steel industry can only exponentially grow from here onwards and mirror the growth expected in the economy.

While all of us understand that the steel industry has passed through a very difficult time over the last 4-5 years and mid to large size players have specially been severely affected not only on account of weak demand but also on account of non-availability of Iron Ore due to Supreme Court related issues, we believe that the best years of the steel industry are ahead of us.

Needless to say that the increase in demand over the next 10 years will have to be met by various steel producers by adopting the best-in-class, efficient and cost effective technologies to produce quality steel at reasonable costs. The new notification by Ministry of Steel (Government of India) eliminating the difference between primary and secondary producers is a huge step and opens up very large new opportunity for steel producers producing steel through the Induction Route who could not participate in India growth story earlier.

The Company continues on the path of cost management through cost optimization on all fronts viz. inventory management, repair and maintenance, logistics as well as focus on efficiency improvement and achieving higher productivity. The profitability of the Company should improve going forward.

We at Electrotherm have continued to develop state-of-art technologies and steel melting solutions over the last 35 years of our existence. This includes but is not limited to design and development of the largest sized furnace at any given time, high speed modular caster enabling direct rolling and ELdFOS process with Electrotherm refining furnace enabling simultaneous lowering of sulphur and phosphorus in the steel making process. Our Brand 'ET TMT Bars' has constantly remained at number one position in the TMT Bars segment. We have also introduced fusion bonded epoxy coated TMT Bars facility at our Kutch Plant. We remain one of the largest producers of ductile iron pipes in the Country.

The Company has already settled substantial portion of its outstanding debt and also started paying scheduled dues since March 2015 to ARCs and Banks. In the present difficult scenario of the steel industry, our approach towards Banks indicates Company's seriousness towards settling of its liabilities.

On behalf of the Board, I thank you as the Shareholders of the Company for your support and motivation during the year. I would also like to thank the Lenders, Suppliers, Customers, various National and Provincial Governments with whom we have been working, the Employees and the Associates who have stood by the Company and I look forward to their continued support in the future.

Mukesh Bhandari
Chairman & Managing Director

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NOTICE is hereby given that the 31st Annual General Meeting of Members of Electrotherm (India) Limited will be held on Tuesday, 5th September, 2017 at 10.00 a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt audited standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2017 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s. Hitesh Prakash Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 127614W), be and are hereby appointed as Auditors of the Company in place of M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 106250W), the retiring Auditors, on completion of their term under Section 139(2) of the Companies Act, 2013 and to hold office for a period of five years from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting (subject to ratification of the appointment by the Members at every subsequent Annual General Meeting or as may be prescribed), at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred for the purpose of audit."

SPECIAL BUSINESS:

4. **To raise funds in the form of equity and / or convertible securities:**

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 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and all other applicable laws and regulations including applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes or circulars, if any, issued by the Government of India ("GOI"), The Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, ("RBI") and any other applicable laws, rules and regulations, as amended from time to time and the enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

entered into by the Company with the Stock Exchange(s) where the equity shares of the Company are listed, and such other approvals, consents, permissions and sanctions of relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), ("Concerned Authorities"), in this regard, as may be required and applicable and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and the permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), the Board of Directors of the Company be and is hereby authorised to create, offer, issue and allot, including providing for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons, as may be permitted, in the course of one or more public or private offerings in domestic and/or one or more in international market(s) with or without a green shoe option, Equity Shares, and /or convertible securities, other than warrants, and/or Non-Convertible Debentures (NCDs) with warrants on Qualified Institutional Placements basis under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulation") and/or Equity Shares through depository receipts, including American Depository Receipts (ADRs) and Global Depository Receipts (GDRs), and/or convertible bonds including Foreign Currency Convertible Bonds (FCCBs), and/or other securities convertible into Equity Shares at the option of the Company and/or the holders(s) of such securities and/or securities linked to Equity shares, including non-convertible debentures with warrants or other Securities with or without warrants, which may either be detachable or linked and which warrant has a right exercisable by the warrant holder to subscribe for Equity Share and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares ranking pari passu with the existing equity shares of the Company (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as "Securities") to eligible investors, including Qualified Institutional Buyer, under applicable laws, regulations, and guidelines (whether residents and/or non-residents and/or institutions, banks, and /or incorporated bodies, mutual funds, venture capital funds and Indian and /or multi-lateral financial institutions and/or individuals and /or trustees and/ or stabilizing agents or otherwise, and whether or not such investor are members of the Company), through prospectus and/or placement document and/or letter of offer or offering circular and/or on public and/or private/ preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers, Merchant Bankers and /or other Advisors or otherwise, on such terms

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and conditions including terms as to appointment of Lead Managers, Underwriters, Advisors, Guarantors, Depositories, Custodians, and/or other agencies, if any, as the Board, in its absolute discretion, decide at the time of issue of Securities, provided that the total amount raised through the issuance of such Securities shall not exceed Rs. 200 Crores or its equivalent in one or more currencies, including premium, if any, as may be decided by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the converting price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Associations of the Company; and the underlying Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

RESOLVED FURTHER THAT the issue of securities to the eligible investor(s) shall, inter alia, be subject to the following terms and conditions:

1. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Share, the number of shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increase as a consequences of such bonus issue, split and the premium, if any, shall stand reduced accordingly.
2. in the event of the Company making a right offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders.
3. in the event of any merger, amalgamation, takeover or any other re-organization, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT any one of the director viz. Mr. Mukesh Bhandari, Chairman & Managing Director, Mr. Shailesh Bhandari, Managing Director, Mr. Avinash Bhandari, Joint Managing Director & CEO of the Company be and are hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrar, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to

remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies and also seek the listing of such Securities on one or more National and International Stock Exchanges(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committees of Directors or Chairman or Managing Director or any other Director(s) or officers of the Company to give effect to the aforesaid resolution."

5. To ratify the remuneration of the Cost Auditors for the financial year ending on 31st March, 2018:

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 the recommendation of the Audit Committee of Rs. 2,00,000 (Rupees Two Lakhs 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, 2018."

6. To appoint Mr. Siddharth Bhandari (DIN: 01404674) as a Director liable to retire by Rotation:

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

"RESOLVED THAT Mr. Siddharth Bhandari (DIN: 01404674), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 26th April, 2017 and who holds office up to the date of ensuing Annual

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General meeting of the Company in terms of section 161 of the Companies Act, 2013 (the 'Act') and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing candidature of Mr. Siddharth Bhandari for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To appoint Mr. Siddharth Bhandari (DIN: 01404674) as a Whole Time Director:

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 Sections 196, 197 and 200 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 recommendation by the Nomination and Remuneration Committee and subject to approval of the Banks / Financial Institutions / National Company Law Tribunal (NCLT) / Central Government and such other approval that may be necessary, consent and approval of the Company be and is hereby granted to the appointment of Mr. Siddharth Bhandari (DIN: 01404674) as a Whole Time Director, for a period of 3 (three) years with effect from 26th April, 2017 and concluding on 25th April, 2020 as hereunder:

I. REMUNERATION:

A) Monthly Salary of Rs. 2,00,000/-(Rupees Two Lakhs Only)

B) PERQUISITES:

- In addition to the salary as above, Mr. Siddharth Bhandari will be entitled to Personal Accident Insurance and Group Life Insurance, Club fees subject to a maximum of two clubs, medical reimbursement and company provided car and driver.
- 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.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- Encashment of leave at the end of the tenure.

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. Siddharth Bhandari shall be in conformity with the conditions specified in Section II and Section III 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.

II POWERS

Mr. Siddharth Bhandari will exercise such powers and duties as may be entrusted by the Board from time to time.

III SITTING FEES

The appointee 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.

RESOLVED FURTHER THAT The Board be and is hereby authorised to do all such necessary acts, deeds or things required to give effect to the aforesaid resolution."

8. To appoint Dr. Narayan Masand (DIN: 07797910) 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, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Narayan Masand (DIN: 07797910), who was appointed as an Additional Director of the Company in category of Non-Executive Independent Director with effect from 26th April, 2017 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Act and being qualified for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing candidature of Dr. Narayan Masand 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 for the term upto 25th April, 2022."

9. To appoint Dr. Krishna Kant Shiromani (DIN: 07827220) 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, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Krishna Kant Shiromani (DIN: 07827220), who was appointed as an Additional Director of the Company in category of Non-Executive Independent Director with effect from 23rd May, 2017 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of

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the Act and being qualified for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing candidature of Dr. Krishna Kant Shiromani 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 for the term upto 22nd May, 2022."

10. To appoint Mr. Vivek Sharma (DIN: 07897857) 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, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vivek Sharma (DIN: 07897857), who was appointed as an Additional Director of the Company in category of Non-Executive Independent Director with effect from 5th August, 2017 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Act and being qualified for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing candidature of Mr. Vivek Sharma 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 for the term upto 4th August, 2022."

Registered Office:

A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
Date : 5th August, 2017
Place : Palodia

By Order of the Board

For Electrotherm (India) Limited

Fageshkumar R. Soni
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 CAN 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 10 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
4. Information pursuant to Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at the Annual General Meeting is attached hereto.
5. 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, Sundays and National Holidays during business hours up to the date of the Annual General Meeting.
6. Members are requested to bring their copy of the Annual Report to the Meeting.
7. Those members who have not encashed their dividend warrants pertaining to the following year 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 125 of the Companies Act, 2013 and rules framed thereunder, on respective due dates mentioned hereunder.

Financial Year	Rate (Amount per Equity Share)	Date of Declaration	Due Date for Transfer
2009 - 2010	25% (Rs. 2.50)	24/09/2010	30/10/2017

In October, 2016, the Company has transferred the money lying to unpaid / unclaimed dividend account for the year 2008-2009 to Investor Education and Protection Fund established by the Central Government.

8. In terms of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, Company has uploaded the data regarding unpaid/unclaimed dividend for the last seven years on the website of the Company www.electrotherm.com as well as that of Ministry of Corporate Affairs www.mca.gov.in.
9. Electronic copy of the Notice convening the 31st 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 2016-2017 is available on the Company's website viz. www.electrotherm.com
10. 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

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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).

11. 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.
 12. 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.
 13. In compliance with the provisions of Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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.
 14. 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. Tuesday, 29th August, 2017.
 15. Mr. Dipak Rachchha, Advocate or failing him Mr. Prashant Patel, Advocate has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 16. The facility for voting through ballot or polling paper shall also be made available at the Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be eligible to exercise their right at the meeting through ballot or poll paper.
 17. 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.
 18. 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
- vii) If you are a first time user follow the steps given below:

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.

19. The Scrutinizer shall, immediately after the conclusion of voting at the Annual 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.
20. 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), National Stock Exchange of India Limited (NSE) and CDSL website 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 Friday, 1st September, 2017 at 9:00 a.m. and ends on Monday, 4th September, 2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 29th 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.

	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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

NOTICE

- 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 <Company Name> 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.
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) 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.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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.

- 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) 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.

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

Name: Mr. Rakesh Dalvi

Designation: Deputy Manager

Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 18002005533

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

In terms of Section 62 of the Companies Act, 2013, issue of shares to persons other than the existing shareholders of the Company requires approval of the shareholders in a General Meeting by way of a Special Resolution.

The Special Resolution contained in this notice seeks to empower the Board of Directors, to raise funds through issue of Securities in domestic and / or international markets, including by way of Qualified Institutions Placement ("QIP") with the Qualified Institutions Buyers ("QIBs"), in accordance with the provisions contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and / or Depository Receipts in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 and / or any other Securities for an amount not exceeding Rs. 200 Crores or its equivalent, in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various category of investors in the domestic and / or international markets for the purpose of modernization / expansion of existing units and / or for general corporate purposes and / or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial to the Company.

Therefore, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, NCDs with warrants and / or such other securities convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments to the extent of Rs. 200 Crores in one or another manner and in one or more tranches.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

NOTICE

The pricing of the international issue will be free market pricing and may be at a premium or discount to the market price in accordance with international practices, subject to applicable Indian law and guidelines. The same would be subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. It is not possible at present to decide pricing and exact number of securities or shares to be offered, therefore, an enabling resolution is proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian Stock Exchanges and / or internationally recognized stock exchange and may be represented by the Securities or other Financial Instruments outside India.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit.

Section 62 of the Companies Act, 2013 and the provisions Listing Agreements / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") entered into with the Stock Exchanges, provides, inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorised by the members through a Special Resolution. The Special Resolution seeks the consent and authorization to the members of the Board /Committee to make the proposed issue of Securities.

The Board of Directors recommends the Special Resolution as set out of the accompanying notice in the interest of the Company for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, interested or concerned, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 5:

The Board of Directors at their Meeting held on 23rd May, 2017, 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, 2018 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs 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, 2018.

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

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

ITEM NO. 6 & 7:

The Board of Directors, at their meeting held on 26th April, 2017 appointed Mr. Siddharth Bhandari (DIN: 01404674), as an Additional Director of the Company to hold office up to the date of ensuing Annual General meeting of the Company in terms of section 161 of the Companies Act, 2013. Further pursuant to the provisions of 196, 197, 200 and other applicable provisions, if any, of the Companies Act, 2013 (the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modification or re-enactment thereof for time being in force) and Article 114 and Article 122 of the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr. Siddharth Bhandari as Whole Time Director of the Company for the period of three years.

Nomination and Remuneration Committee and the Board of Directors have approved and recommended the appointment and remuneration to Mr. Siddharth Bhandari, as per the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

As the members are aware, the net worth of the Company has been fully eroded. Further, the Company has in the past made default in repayment of its debts or interest payable thereon for a continuous period of thirty days. As such, the payment of remuneration to Mr. Siddharth Bhandari would be subject to the approval from Banks / Financial Institutions / National Company Law Tribunal / 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 appointment and remuneration of Mr. Siddharth Bhandari as required under Section 190 of the Companies Act, 2013.

Mr. Siddharth Bhandari is son of Mr. Mukesh Bhandari, Chairman and Managing Director of the Company. Mr. Siddharth Bhandari, Mr. Mukesh Bhandari and their relatives may be deemed to be interested or concerned, financially or otherwise in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, interested or concerned, financially or otherwise in the proposed resolution.

Statement pursuant to the provisions of clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013 with respect to Item No. 7.

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 29th October, 1986. The Company is amongst India's Largest Furnace Manufacturing Company. It also manufactures Ductile Iron Pipe, Electric Bikes, Steel and Stainless Steel, Solar Products, Induction Heating Equipment, Hydraulic Grab, Transformers, Transmission Line Tower, Continuous Casting Machine and has also handled Turnkey Projects. It serves its customer in various countries.