ELECTROTHERM® (INDIA) LTD.

Ref. No. : EIL/SD/32ND AGM NOTICE/2018-2019/5IX
Date : 5th September, 2018

To,
General Manager (Listing)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
COMPANY CODE : 526608

To,
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
COMPANY CODE : ELECTHERM

Dear Sir/Madam,

Subject :- Notice of 32nd Annual General Meeting and Cut-off date for remote E-Voting

With regard to above subject, please find attached herewith a copy of the Notice of the 32nd Annual General Meeting of the Company will be held on Friday, 28th September, 2018 at 10:00 a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

The remote e-voting period begins from Tuesday, 25th September, 2018 at 9:00 a.m. and ends on Thursday, 27th September, 2018 at 5:00 p.m. No remote e-voting shall be allowed beyond the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date *i.e.* Friday, 21st September, 2018, may cast their vote electronically.

You are requested to please take the same on your record.

Thanking you,

Yours faithfully,

For Electrotherm (India) Limited

Fageshkumar R. Soni
Company Secretary
(Membership No. F8218)

ELECTROTHERM (India) Limited
HEAD OFFICE & WORKS:
Survey No. 72, Palodia, (Via Thaltej), Ahmedabad), Gujarat-382115, India.
Phone: +91-2717-234553 – 7, 660550 Fax: +91-2717-234866
Email: ho@electrotherm.com | Website: www.electrotherm.com

REGD. OFFICE:
A-1, Skylark Apartment, Satellite Road,
Satellite, Ahmedabad-380015.
Phone: +91-79-26768844, Fax: +91-79-26768855
CIN : L29249GJ1986PLC009126
Email: sec@electrotherm.com

Other Offices: • Angul • Banglore • Bangladesh • Bellary • Chennai • Coimbatore • Delhi • Ghaziabad • Goa • Hyderabad • Jaipur • Jalna • Jalandhar • Jamnagar • Jamshedpur • Kanpur • Koderma • Kolhapur • Kolkata • Ludhiana • Mandi Gobindgarh • Mumbai • Nagpur • Nasik • Panaji • Pune • Raipur • Raigarh • Rajkot • Rourkela • Sambalpur

NOTICE

NOTICE is hereby given that the **32nd Annual General Meeting** of Members of **Electrotherm (India) Limited** will be held on Friday, 28th September, 2018 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, 2018 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 retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditors for the financial year ending on 31st March, 2019:

   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, 2019."

4. **To appoint Mr. Arun Kumar Jain (DIN: 07563704) 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. Arun Kumar Jain (DIN: 07563704), who was appointed as an Additional Director of the Company in category of Non-Executive Independent Director with effect from 19th January, 2018 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 him under Section 160 of the Act, proposing his candidature for the office of the 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 18th January, 2023."

5. **To appoint Ms. Nivedita Sarda (DIN: 00938666) 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, Ms. Nivedita Sarda (DIN: 00938666), who was appointed as an Additional Director of the Company in category of Non Executive Independent Woman Director with effect from 25th May, 2018 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 her under Section 160 of the Act, proposing her candidature for the office of the 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 24th May, 2023."

6. **To appoint Ms. Sheetal Manhas (DIN: 07439658) as a Nominee Director:**

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

   "RESOLVED THAT Ms. Sheetal Manhas (DIN: 07439658) who was appointed as an Additional Director in the category of a Nominee Director of the Company with effect from 14th August, 2018 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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 Ms. Sheetal Manhas for the office of the Director, be and is hereby appointed as a Director (Nominee Director) of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."

By Order of the Board
For Electrotherm (India) Limited

Date : 14th August, 2018 — **Fageshkumar R. Soni**
Place : Palodia — Company Secretary

Registered Office:
A-1, Skylark Apartment, Satellite Road,
Satellite, Ahmedabad – 380 015

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**

NOTICE

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. 3 to 6 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. The requirement to place the matter relating to ratification of appointment of Auditors by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 31st Annual General Meeting held on 5th September, 2017 for a period of five years.
7. Members are requested to bring their copy of the Annual Report to the Meeting.
8. In November, 2017, the Company has transferred the money lying to unpaid / unclaimed dividend account for the year 2009-2010 to Investor Education and Protection Fund established by the Central Government. As such, now there is no money lying to unpaid / unclaimed dividend account pertaining to any of the previous years with the Company.
9. 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.
10. Electronic copy of the Notice convening the 32nd 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 2017-2018 is available on the Company's website viz. www.electrotherm.com
11. 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).
12. 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.
13. 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.
14. 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.
15. 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. Friday 21st September, 2018.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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 or a person authorised by him in writing, who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

21. 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 Tuesday, 25th September, 2018 at 9:00 a.m. and ends on Thursday, 27th September, 2018 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 Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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. • 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).

(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 use Mobile app - "m - Voting" for e-voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(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, 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 of Official: Mr. Rakesh Dalvi

Designation: Manager
Address: 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013
E Mail ID: helpdesk.evoting@cdslindia.com
Phone No.: 1800225533

ANNEXURE TO THE NOTICE

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

ITEM NO. 3:

The Board of Directors at their Meeting held on 25th May, 2018, 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, 2019 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2019.

The resolution as set out in Item no. 3 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. 4:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to appoint Independent Director(s).

Mr. Arun Kumar Jain was appointed as an Additional Director in category of Non Executive Independent Director with effect from 19th January, 2018. His appointment is proposed to be regularized at the ensuing Annual General Meeting for a period of five consecutive years upto 18th January, 2023, whose period of office shall not be liable to determination by retirement of directors by rotation.

Mr. Arun Kumar Jain, aged 62 years, is a Post Graduate in Maths and was awarded gold medal by Lucknow University. He joined Indian Revenue Services (IRS) in 1978 and completed his LLB from the Delhi University. He has extensive technical experience of 37 years in the field of Direct Taxes including interpretation of complex law, investigation, analysis of accounts of Companies engaged in various business and litigation. He joined the Central Board of Direct Taxes (CBDT) in 2013 and superannuated in 2016 as Chairman of the apex body dealing with policy related to direct taxes and administration of Income Tax Department.

The Company has received notice pursuant to the provisions of Section 160 of the Act from Mr. Arun Kumar Jain signifying his intension to propose himself as an Independent Director of the Company.

The Company has received declaration from Mr. Arun Kumar Jain confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Arun Kumar Jain does not hold any equity shares of the Company. Mr. Arun Kumar Jain is not related to any other Directors of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 regarding appointment of Mr. Arun Kumar Jain is attached hereto.

In the opinion of the majority of the Board, Mr. Arun Kumar Jain fulfils the conditions for appointing him as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management and considering his vast experience, it would be beneficial to appoint him on the Board of the Company.

The copy of the letter of appointment of Mr. Arun Kumar Jain as an Independent Director setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company during normal business hours on any working days of the Company.

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

Except Mr. Arun Kumar Jain, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

NOTICE

ITEM NO. 5:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations), the Company is required to appoint Independent Director(s)/Woman Director.

Ms. Nivedita Sarda was appointed as an Additional Director in category of Non Executive Independent Woman Director with effect from 25th May, 2018. Her appointment is proposed to be regularized at the ensuing Annual General Meeting for a period of five consecutive years upto 24th May, 2023, whose period of office shall not be liable to determination by retirement of directors by rotation.

Ms. Nivedita Sarda, aged 41 years, is Gold Medallist Chartered Accountant, Certified Treasury Manager and Corporate Lawyer. By profession, she is Advocate. She has an experience of over 19 years gained from prestigious law firms in India and financial institutions. She is the founder Partner of Vedanta law chambers. She acts as legal mentor, advisor, solicitor, project sponsors & coordinator to various government and private entities on business structuring & restructuring, takeovers, joint ventures, business establishments, amalgamations, international trade finance, corporate finance and securities and also involved in advising and working for different companies incorporated in US, Singapore, Germany, Saudi Arabia etc. on certain aspects of its International structured investments, setups trade and regulatory compliance. She has been speaker in national conferences and seminars and at various industry forums on state and national level.

The Company has received notice pursuant to the provisions of Section 160 of the Act from Ms. Nivedita Sarda signifying her intension to propose herself as an Independent Director of the Company.

The Company has received declaration from Ms. Nivedita Sarda confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Nivedita Sarda does not hold any equity shares of the Company. Ms. Nivedita Sarda is not related to any other Directors of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 regarding appointment of Ms. Nivedita Sarda is attached hereto.

In the opinion of the majority of the Board, Ms. Nivedita Sarda fulfils the conditions for appointing her as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and she is independent of the management and considering her experience, it would be beneficial to appoint her on the Board of the Company.

The copy of the letter of appointment of Ms. Nivedita Sarda as an Independent Director setting out the terms and conditions would be available for inspection by a member at the Registered Office of the Company during normal business hours on any working days of the Company.

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

Except Ms. Nivedita Sarda, being an appointee, none of the other Directors and 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:

Ms. Sheetal Manhas was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from 14th August, 2018 as per the nomination by Invent Assets Securitisation & Reconstruction Pvt. Ltd., the secured creditor. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to the ensuing Annual General Meeting of the Company. Her appointment is proposed to be regularized at the ensuring Annual General Meeting and her period of office shall not be liable to determination by retirement of directors by rotation.

Ms. Sheetal Manhas, aged 38 years, is a Chartered Accountant and is President with Invent Assets Securitisation & Reconstruction Pvt. Ltd. She is a NPA resolution and revival expert and has more than 18 (eighteen) years of professional experience having worked in the areas of distress asset resolution, debt restructuring, one-time settlements, corporate finance, accounts, audit and cash management systems. She has also worked on several corporate finance transactions having raised project finance and working capital for mid-level and large corporates and has provided other financial advisory and consultancy services to such corporates.

The Company has received notice pursuant to the provisions of Section 160 of the Act from a member signifying his intension to propose the candidature of Ms. Sheetal Manhas as a Nominee Director of the Company.

The Company has received declaration from Ms. Sheetal Manhas confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. Ms. Sheetal Manhas does not hold any equity shares of the Company. Ms. Sheetal Manhas is not related to any other Directors of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 regarding appointment of Ms. Sheetal Manhas is attached hereto.

The Nomination and Remuneration Committee and the Board of Directors of the Company with majority recommended the appointment of Ms. Sheetal Manhas as a Nominee Director of the Company.

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

Except Ms. Sheetal Manhas, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

By Order of the Board
For Electrotherm (India) Limited

Date : 14th August, 2018
Place : Palodia

Fageshkumar R. Soni
Company Secretary

Registered Office:
A-1, Skylark Apartment, Satellite Road,
Satellite, Ahmedabad – 380 015

INFORMATION REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 WITH RESPECT TO THE APPOINTMENT / RE-APPOINTMENT OF A DIRECTOR

Name of Director	Mr. Avinash Bhandari	Mr. Arun Kumar Jain	Ms. Nivedita Sarda	Ms. Sheetal Manhas
Director Identification Number (DIN)	00058986	07563704	00938666	07439658
Age	52 years	62 years	41 years	39 years
Date of First Appointment on the Board	08/10/2003	19/01/2018	25/05/2018	14/08/2018
Qualification	B.E. (Electronics), M.S. (U.S.A.), M.B.A. (Finance) (U.S.A.)	MSc(Maths), LL.B I.R.S. (Retired)	B.Com, PGDBA, CTM, FCA, LL.B	C.A.
Experience / Expertise in functional areas	He has having more than 27 years' experience in the Steel Manufacturing plant. His expertise of blending finance with operations has made the Company grow substantially over the last 15 years. He continues to provide leadership for improving the productivity and profitability of both the divisions that he manages.	He joined Indian Revenue Services (IRS) in 1978. He has extensive technical experience of 37 years in the field of Direct Taxes including interpretation of complex law, investigation, analysis of accounts of Companies engaged in various business and litigation. He joined the Central Board of Direct Taxes (CBDT) in 2013 and superannuated in 2016 as Chairman of the apex body dealing with policy related to direct taxes and administration of Income Tax Department.	She has an experience of over 19 years gained from prestigious law firms in India and financial institutions. She is the founder Partner of Vedanta law chambers. She acts as legal mentor, advisor, solicitor, project sponsors & coordinator to various government and private entities on business structuring & restructuring, takeovers, joint ventures, business establishments, amalgamations, international trade finance, corporate finance and securities and also involved in advising and working for different companies incorporated in US, Singapore, Germany, Saudi Arabia etc. on certain aspects of its International structured investments, setups trade and regulatory compliance. She has been speaker in national conferences and seminars and at various industry forums on state and national level.	She is President with Invent Asset Securitisation & Reconstruction Pvt Ltd. She is a NPA resolution and revival expert and has more than 18 (eighteen) years of professional experience having worked in the areas of distress asset resolution, debt restructuring, one-time settlements, corporate finance, accounts, audit and cash management systems,. She has also worked on several corporate finance transactions having raised project finance and working capital for mid-level and large corporates and has provided other financial advisory and consultancy services to such corporates.

Name of Director	Mr. Avinash Bhandari	Mr. Arun Kumar Jain	Ms. Nivedita Sarda	Ms. Sheetal Manhas
Terms and conditions of appointment / re-appointment	He retires by rotation at 32nd AGM and being eligible offers himself for re-appointment.	He was appointed as an Additional Director in Category of Non Executive Independent Director w.e.f. 19th January, 2018. He is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years upto 18th January, 2023, whose period of office shall not be liable to determination by retirement of directors by rotation.	She was appointed as an Additional Director in Category of Non Executive Independent Woman Director w.e.f. 25th May, 2018. She is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years upto 24th May, 2023, whose period of office shall not be liable to determination by retirement of directors by rotation.	She is appointed as a Director nominated by Invent Asset Securitisation & Reconstruction Pvt. Ltd., a secured creditor w.e.f. 14th August, 2018 and her appointment is to be regularised as Nominee Director not be liable to determination by retirement of directors by rotation.
Remuneration sought to be paid and the remuneration last drawn	For the ended 31st March, 2018 Rs. 18.00 Lakh	For the ended 31st March, 2018 Rs. NIL	For the ended 31st March, 2018 N.A.	For the ended 31st March, 2018 N.A.
No. of Shares held in the Company	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and other KMP	N.A.	N.A.	N.A.	N.A.
Number of Meetings of the Board held & attended during the year	9/9	1/2	Not Applicable, as she was appointed w.e.f. 25th May, 2018	Not Applicable, as she was appointed w.e.f. 14th August, 2018
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Hans Ispat Limited 2. Shree Ram Electro Cast Limited 3. Shree Hans Papers Limited 4. ET Elec-Trans Limited	1. West End Housing Finance Limited	1. Rajasthan State Road Development And Construction Corporation Limited	None
Memberships / Chairmanships of committees of other public companies (excluding foreign companies and Section 8 companies)	**Audit Committee** 1. Hans Ispat Limited - Member	**Nomination & Remuneration Committee** 1. West End Housing Finance Limited - Member	**Audit Committee** 1. Rajasthan State Road Development And Construction Corporation Limited - Member **Nomination & Remuneration Committee** 1. Rajasthan State Road Development And Construction Corporation Limited - Member	None

ELECTROTHERM (INDIA) LIMITED

CIN : L29249GJ1986PLC009126
Registered Office : A-1, Skylark Appartment, Satellite Road, Satellite, Ahmedabad-380015
Phone: +91-79-26768844, Fax: +91-79-26768855 Website : www.electrotherm.com Email: sec@electrotherm.com

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the meeting hall.

I / We hereby record my presence at the 32nd Annual General Meeting of the Company held on Friday, 28th September, 2018 at 10.00 a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

DP ID		**Folio No.**	
Client ID		**No. of Shares**	

Name of the Shareholder (In Block Letters)	
Signature of Shareholder	
Name of the Proxy (In Block Letters)	
Signature of the Proxy	

NOTES:

1. This attendance is valid only in case shares are held on the date of this Annual General Meeting.
2. You are requested to sign and hand over this slip at the entrance of the Meeting hall.

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FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):			
Registered Address:			
E-mail Id:			
Folio No. / Client Id:		DP ID No.	

I/we, being the member(s) of _____ Shares of the above named Company, hereby appoint:

1. Name : _____
   Address : _____
   E-mail Id : _____ Signature _____ or failing him / her:
2. Name : _____
   Address : _____
   E-mail Id : _____ Signature _____ or failing him / her:
3. Name : _____
   Address : _____
   E-mail Id : _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 10.00 a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above Proxy to vote in the manner as indicate in the box below:

Resolution No.	Particulars of Resolution	Optional*	
		For	Against
	Ordinary Business		
1	Consider and adopt audited standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2018 together with report of Board of Directors and Auditors' Report thereon.		
2	Appoint a Director in place of Mr. Avinash Bhandari (DIN: 00058986), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
	Special Business		
3	Ratification of Cost Auditors' remuneration		
4	Appointment of Mr. Arun Kumar Jain (DIN: 07563704) as an Independent Director		
5	Appointment of Ms. Nivedita Sarda (DIN: 00938666) as an Independent Director		
6	Appointment of Ms. Sheetal Manhas (DIN: 07439658) as a Nominee Director		

Signed this ..... day of 2018

Affix a Re.1/- Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

NOTES:

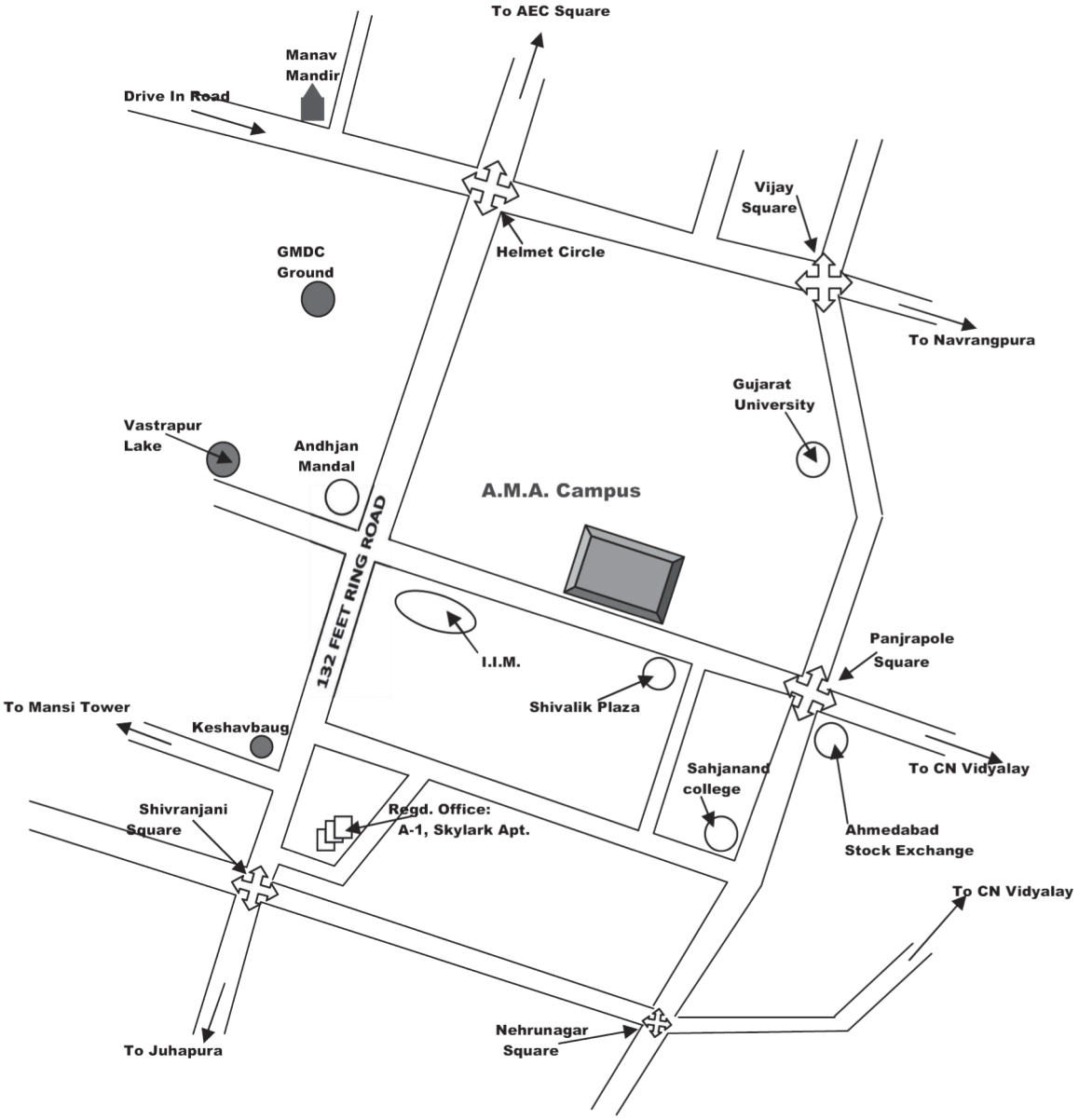
1 This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2 *Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3 Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

4 Please complete all details including details of member(s) in the above box before submission.

Route MAP to the Venue of the Annual General Meeting

Venue of AGM : Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015

Land Mark : IIM, Ahmedabad