

ELECTROTHERM (INDIA) LIMITED

CIN: L29249GJ1986PLC009126

Website : www.electrotherm.com Email: sec@electrotherm.com

Phone: +91-79-26768844, Fax: +91-79-26768855

ADDENDUM TO THE NOTICE OF 31ST ANNUAL GENERAL MEETING

Addendum to the Notice dated 5th August, 2017 convening 31st Annual General Meeting of Electrotherm (India) Limited (“Company”) scheduled to 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.

Notice is hereby given that pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the following item of businesses are added in the aforesaid Notice as Item No. 11 to 13 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 5th August, 2017 and the notes provided therein:

SPECIAL BUSINESS:**11. To appoint Mr. Dinesh Shankar Mukati (DIN: 07909551) as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 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), Mr. Dinesh Shankar Mukati (DIN: 07909551), in respect of whom the Company has received a notice in writing on 21st August, 2017 under Section 160 of the Act along with requisite deposit of Rs. 1,00,000/- , proposing himself for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from the date of this meeting, not liable to retire by rotation.”

12. To appoint Mr. Madhu Menon (DIN: 00950279) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 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), Mr. Madhu Menon (DIN: 00950279), in respect of whom the Company has received a notice in writing on 21st August, 2017 under Section 160 of the Act along with requisite deposit of Rs. 1,00,000/-, proposing himself for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from the date of this meeting, not liable to retire by rotation.”

13. To appoint Mr. Pratap Mohan (DIN: 03536047) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 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), Mr. Pratap Mohan (DIN: 03536047), in respect of whom the Company has received a notice in writing on 21st August, 2017 under Section 160 of the Act along with requisite deposit of Rs. 1,00,000/-, proposing himself for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from the date of this meeting, not liable to retire by rotation.”

Registered Office:

A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
Date : 26th August, 2017
Place : Palodia

For Electrotherm (India) Limited

Fageshkumar R. Soni
Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of Special Business as proposed above to be transacted at the ensuing 31st AGM is annexed hereto.
2. Relevant documents referred to in this Addendum to Notice of AGM are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company. The revised Proxy Form including the resolutions proposed hereinabove at Item No. 11 to 13 are available on the website of the Company. The members desirous of receiving the hard copy of the revised Proxy Form, are requested to write to the Company.
4. All the processes, notes and instructions relating to e-voting set out for and applicable for the ensuing 31st AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 11:

The Board of Directors of the Company had at its meeting held on 5th August, 2017, approved the Notice convening the 31st Annual General Meeting (AGM) of the Company scheduled to be held on 5th September, 2017 and the same had already been circulated to the members.

Subsequently, on 21st August, 2017, the Company has received notice in writing from Mr. Dinesh Shankar Mukati (DIN: 07909551) alongwith deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing himself for the office of Director in terms of Section 160 of the Companies Act, 2013. The Company has also received from Mr. Dinesh Shankar Mukati, consent to act as a Director in Form DIR -2, Notice of Interest by Director in Form MBP-1, intimation in Form DIR-8 under section 164(2) confirming that he is not disqualified from being appointed as Director, his profile and declaration under section 149 confirming that he meets the criteria of Independence as provided under section 149(6) of the Act.

Since Mr. Dinesh Shankar Mukati has enclosed the requisite deposit amount under Section 160 of the Act, pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 160(2) of the Act, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to Notice is being issued by adding Item No. 11 as Special Business for appointment of Mr. Dinesh Shankar Mukati as an Independent Director for a period of five years. The Proxy Form shall be deemed to be amended to include this agenda item.

The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, to the extent provided by Mr. Dinesh Shankar Mukati in the aforementioned notice & enclosed documents is attached hereto.

Mr. Dinesh Shankar Mukati, aged 59 years, is Commerce Graduate. He has worked with Indian Army and he is having 35 years of multifunctional experience in the area of operational excellence, cultural developing, lien manufacturing including as head of operation of Gujarat Guardian Limited. Currently, he is CEO of CDM Global, a Management constancy firm, providing consultancy to business houses, in the area of manufacturing and HR.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11.

Item No. 12:

The Board of Directors of the Company had at its meeting held on 5th August, 2017, approved the Notice convening the 31st Annual General Meeting (AGM) of the Company scheduled to be held on 5th September, 2017 and the same had already been circulated to the members.

Subsequently, on 21st August, 2017, the Company has received notice in writing from Mr. Madhu Menon (DIN: 00950279) alongwith deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing himself for the office of Director in terms of Section 160 of the Companies Act, 2013. The Company has also received from Mr. Madhu Menon, consent to act as a Director in Form DIR -2, Notice of Interest by Director in Form MBP-1, intimation in Form DIR-8 under section 164(2) confirming that he is not disqualified from being appointed as Director, his profile and declaration under section 149 confirming that he meets the criteria of Independence as provided under section 149(6) of the Act.

Since Mr. Madhu Menon has enclosed the requisite deposit amount under Section 160 of the Act, pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 160(2) of the Act, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to Notice is being issued by adding Item No. 12 as Special Business for appointment of Mr. Madhu Menon as an Independent Director for a period of five years. The Proxy Form shall be deemed to be amended to include this agenda item.

The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, to the extent provided by Mr. Madhu Menon in the aforementioned notice & enclosed documents is attached hereto.

Mr. Madhu Menon, aged 44 years, is Graduate in Business Administration and Ad. Marketing. He is having 22 years' experience in corporate & entrepreneurial conglomerates in the area of banking and financial services. At present, he is Chief Executive at Oxyzen Financial Advisory and Services Private Limited. He was awarded with Birla SL AMC Platinum Partner Award, Diamond Member.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 12.

Item No. 13:

The Board of Directors of the Company had at its meeting held on 5th August, 2017, approved the Notice convening the 31st Annual General Meeting (AGM) of the Company scheduled to be held on 5th September, 2017 and the same had already been circulated to the members.

Subsequently, on 21st August, 2017, the Company has received notice in writing from Mr. Pratap Mohan (DIN: 03536047) alongwith deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing himself for the office of Director in terms of Section 160 of the Companies Act, 2013. The Company has also received from Mr. Pratap Mohan, consent to act as a Director in Form DIR -2, Notice of Interest by Director in Form MBP-1, intimation in Form DIR-8 under section 164(2) confirming that he is not disqualified from being appointed as Director, his profile and declaration under section 149 confirming that he meets the criteria of Independence as provided under section 149(6) of the Act.

Since Mr. Pratap Mohan has enclosed the requisite deposit amount under Section 160 of the Act, pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 160(2) of the Act, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to Notice is being issued by adding Item No. 13 as Special Business for appointment of Mr. Pratap Mohan as an Independent Director for a period of five years. The Proxy Form shall be deemed to be amended to include this agenda item.

The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, to the extent provided by Mr. Pratap Mohan in the aforementioned notice & enclosed documents is attached hereto.

Mr. Pratap Mohan, aged 56 years, is MBA from IIM, Calcutta and B. Tech. (Chem) from IIT (BHU), Varansi. He is having 32 years of multifunctional experience in area of greenfield projects, large manufacturing operations, business development and sales, mergers and acquisition and human resources. He was awarded and honored with National Talent Search Scholar, GSE Scholar of Rotary International, Kentucky Colonel Award-Civil honour of Kentucky State, USA and Paul Harris Fellow – Rotary International.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 13.

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, to the extent provided by them.

Name of Director	Mr. Dinesh Shankar Mukati	Mr. Madhu Menon	Mr. Pratap Mohan
Director Identification Number (DIN)	07909551	00950279	03536047
Age	59 years	44 years	56 years
Date of First Appointment on the Board	Not Applicable	Not Applicable	Not Applicable
Qualification	B.Com.	Graduate in Business Administration and Ad. Marketing	MBA from IIM, Calcutta & B. Tech. (Chem) from IIT (BHU), Varansi
Experience / Expertise in functional areas	He has worked with Indian Army and he is having 35 years of multifunctional experience in the area of operational excellence, cultural developing, lien manufacturing including as head of operation of Gujarat Guardian Limited. Currently, he is CEO of CDM Global, a Management constancy firm, providing consultancy to business houses, in the area of manufacturing and HR.	He is having 22 years' experience in corporate & entrepreneurial conglomerates in the area of banking and financial services. At present, he is Chief Executive at Oxyzen Financial Advisory and Services Private Limited.	He is having 32 years of multifunctional experience in area of greenfield projects, large manufacturing operations, business development and sales, mergers and acquisition and human resources.
Terms and conditions of appointment / re-appointment	Appointment as an Independent Director for a period of five years, not liable to retire by rotation.	Appointment as an Independent Director for a period of five years, not liable to retire by rotation.	Appointment as an Independent Director for a period of five years, not liable to retire by rotation.
Remuneration sought to be paid and the remuneration last drawn	Not applicable	Not applicable	Not applicable
No. of Shares held in the Company	150 Equity Shares	100 Equity Share	100 Equity Shares
Relationship with other Directors, Manager and other KMP	Not applicable	Not applicable	Not applicable
Number of Meetings of the Board held & attended during the year	Not Applicable	Not Applicable	Not Applicable
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	None	None	None
Memberships / Chairmanships of committees of other public companies (excluding foreign companies and Section 8 companies)	None	None	None

Registered Office:
A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015
Date : 26th August, 2017
Place : Palodia

For Electrotherm (India) Limited

Fageshkumar R. Soni
Company Secretary

ELECTROTHERM (INDIA) LIMITED

CIN : L29249GJ1986PLC009126

Website : www.electrotherm.com Email: sec@electrotherm.com Phone: +91-79-26768844, Fax: +91-79-26768855

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 31st Annual General Meeting of the Company, to 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, 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 31 st March, 2017 together with report of Board of Directors and Auditors' Report thereon.		
2	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	Appointment of M/s. Hitesh Prakash Shah & Co., Chartered Accountant, Ahmedabad (Firm Registration No. 127614W) as Statutory Auditors of the Company in place of M/s. Mehta Lodha & Co., Chartered Accountant as Retiring Auditors		
Special Business			
4	Raising of funds in the form of equity and / or convertible securities		
5	Ratification of Cost Auditors' remuneration		
6	Appointment of Mr. Siddharth Bhandari (DIN 01404674) as a Director liable to retire by rotation		
7	Appointment of Mr. Siddharth Bhandari (DIN 01404674) as a Whole Time Director		
8	Appointment of Dr. Narayan Masand (DIN: 07797910) as an Independent Director		
9	Appointment of Dr. Krishna Kant Shiromani (DIN: 07827220) as an Independent Director		
10	Appointment of Mr. Vivek Sharma (DIN : 07897857) as an Independent Director		
11	Appointment of Mr. Dinesh Shankar Mukati (DIN: 07909551) as an Independent Director		
12	Appointment of Mr. Madhu Menon (DIN: 00950279) as an Independent Director		
13	Appointment of Mr. Pratap Mohan (DIN: 03536047) as an Independent Director		

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Re.1/-
Revenue
Stamp

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.