



ELECTROTHERM (INDIA) LTD.

Registered Office : A-1, Skylark Apartment, Satellite Road, Satellite, Ahmedabad 380015

CIN : L29249GJ1986PLC009126 Email: sec@electrotherm.com

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

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Shareholders,

Notice is hereby given to the members of **ELECTROTHERM (INDIA) LIMITED** that the draft Resolutions as set out below shall be passed through Postal Ballot as per the provisions under section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

An Explanatory Statement pursuant to sections 102 of the Companies Act, 2013, setting out all material facts pertaining to the Resolutions and explaining the reasons for the Postal Ballot is annexed hereto alongwith the Postal Ballot Form for consideration of the members.

In compliance with Clause 35B of the Listing Agreement and pursuant to the provisions of section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of your Company has appointed CS Dipak Rachchha, Practising Company Secretary, Ahmedabad, as Scrutinizer for conducting the postal ballot and electronic voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Central Depositories Services Limited (CDSL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and to send their assent or dissent in writing by returning the said Postal Ballot Form duly completed, in all respects, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on 3rd January, 2015. It should be noted that the response received from Members after 3rd January, 2015 shall be treated as invalid.

The Scrutinizer will submit his report to the Chairman / Managing Director after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on the Notice Board at the Registered Office / Head Office of the Company on 7th January, 2015 at 4.00 p.m. Also, the company may announce the result of the Postal Ballot will be posted on the company's website viz. www.electrotherm.com besides communicating to the stock exchanges where the shares of the company are listed. The results shall also be published through advertisement and /or press release in the newspaper.

1. CREATION OF CHARGE / SECURITY ON PROPERTIES OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s) through postal ballot, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the all earlier resolution passed by the members of the Company and pursuant to the provisions of section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Article of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute

for this purpose) for creation of mortgage, hypothecation and / or charge, in addition to the existing mortgages, hypothecations / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable, tangible and / or intangible properties / assets of any description of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Bank(s) or Financial Institution(s) or Lender(s) or Agent(s) and/or Trustee(s) etc, for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Bank(s), Financial Institutions(s), Lender(s), Agent(s) and/or Trustee(s) etc. in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Bank(s), Financial Institution(s), Lender(s), Agent(s) and/or Trustee(s) etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/ to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or its duly constituted Committee be and are hereby authorized to finalise, alter, modify, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages, hypothecations and/or charges as aforesaid."

2. TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN:

To consider and if deemed fit, to pass with or without modification(s) through postal ballot, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the members earlier and pursuant to the provisions of section 186 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to consent and such approvals, permissions, sanctions and consents of the appropriate authorities as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent and

approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, which may or may not be subsidiary(ies) of the Company, to make/ give from time to time any loan or loans to anybody/bodies corporate, which may or may not be subsidiary(ies) of the Company and give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any body/bodies corporate, which may or may not be subsidiary/ies of the Company as the Board may think fit, for the amount not exceeding ₹ 500.00 Crores (Rupees Five Hundred Crores Only) in the aggregate at any one point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sum of investment, loans and guarantee / securities that may be provided by the Company to the lenders of fund to any other body corporate, within the above limit and to do all acts, deeds and things that may be necessary, proper, expedient or incidental to the making of investment or loans or giving of guarantee / providing securities by the Company as aforesaid."

3. CHANGE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s) through postal ballot, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Central Government, or any other statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

1. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 44 thereof and existing sub clause 45 will be deleted.
2. Under sub-clause 2, 3, 4, 7, 13, 17, 23 and 36 of new sub-heading " MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", the words "section 58A, 78, 292, 293, 293A and the word Companies Act, 1956" be substituted with the words "section 73, 52, 179, 180, 181, 182 Companies Act, 2013".
3. Sub-clauses 1 to 24 as appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", vide creation of new sub clauses no. 45 to 69, the sub-heading III(C) i.e. "OTHER OBJECTS" be deleted, also in sub-clause 17 (new sub clause 61) the words "section 293A and 293(1)(e) of the Companies Act, 1956" shall be substituted with the words "section 182, 180 & 181 of the Companies Act, 2013".
4. Sub-clause 70 added as follows "
Sub-clause- 70
To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the company may deem fit."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds,

matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

**By order of the Board of Directors
For Electrotherm (India) Limited**

Place : Palodia
Date : 15th November, 2014

**Jigar Shah
Company Secretary**

Registered Office:
A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380015
CIN : L29249GJ1986PLC009126

Encl.: Postage Pre-paid Envelope.

Notes:

1. The Explanatory Statement for the proposed special businesses, pursuant to section 102 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under is given hereunder.
2. A copy of this postal Ballot Notice has been placed on the website of the Company www.electrotherm.com and shall remain on the website until the last date for receipt of the postal ballot forms from the Members.
3. In accordance with rule 22(3) of the Companies (Management and Administration) Rules, 2014, after the postal ballot Notice is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper circulating in Ahmedabad.
4. The Postal Ballot Notice is being sent to all the Members, whose names would appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on 21st November, 2014.
5. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with the Depository Participant (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this postal ballot Notice along with the Postal Ballot Form through post/courier.
6. The Board of Directors has appointed Mr. Shailesh Bhandari, Managing Director or Mr. Avinash Bhandari, Joint Managing Director & CEO and Mr. Jigar Shah, Company Secretary of the Company as the persons responsible for the entire Postal Ballot process.
7. The Scrutinizer will submit his report to the Managing Director of the Company, after completion of scrutiny of the postal ballots and the scrutiny of e-voting in a fair and transparent manner. The result of the postal ballot along with the Scrutinizer's report will be displayed on the Company's website www.electrotherm.com and the result will also be published in newspapers and communicated to the stock exchanges where the company's shares are listed. The resolutions, if approved, will be taken as having been passed effectively on the date of declaration of the result.
8. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
9. In case of e-voting on the website www.evotingindia.com. Voting will commence on and from 10.00 a.m. on 6th December, 2014 and end at 6.00 p.m. on 3rd January, 2015.
10. The Notice is also placed on the website of the company: www.electrotherm.com and website of CDSL: www.evotingindia.com.

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

ITEM NO.1

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage, hypothecation and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s)

of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013. In terms of provisions of Section 180(1)(a) of the Companies Act, 2013 which were made effective from 12th September, 2013, the above power can be exercised by the Board only with the consent of the members obtained by way of special resolution.

The Company had passed an Ordinary Resolution by way of Postal Ballot on 12.01.2013, for creation of charge/security on properties of the Company. In terms of the circular no. 04/2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs ("MCA") the ordinary resolution passed under erstwhile Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the Members by means of Special Resolution, to enable the Board to create charge/ mortgage/ pledge/hypothecate on the company's properties, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s) etc.

The Board of Directors accordingly recommends the resolution set out at Item No.1 for your approval by way of a special resolution by voting through postal ballot.

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

ITEM NO.2

Pursuant to section 186 of the Companies Act, 2013, the Board of Directors of the Company can make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of 60% of its paid up share capital, free reserves and securities Premium account or 100% of its free reserves and securities premium account, whichever is more. Where aggregate of loans and investments made, guarantees given or security provided exceeds the aforesaid limits, previous authorisation of shareholders by a special resolution is required.

The Company has passed a special resolution by way of Postal Ballot on 12.01.2013 under section 372A of the Companies Act, 1956 for investment up to ₹ 500.00 Crores. The proposed Special Resolution does not enhance /increase the limits of investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries). The Company is required to obtain fresh approval of the members by means of special resolution through postal ballot under section 186 read with section 110 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding of ₹ 500.00 crore. The proposed special resolution is just to comply with the provisions of the Companies Act, 2013.

The Board of Directors recommends the resolution at Item No.2 of the Notice for approval by the members by way of a special resolution by voting through postal ballot.

Except Mr. Mukesh Bhandari, Mr. Shailesh Bhandari and Mr. Avinash Bhandari, None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the above resolution.

ITEM NO.3

The Existing Memorandum of Association ("MOA") was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from 1st April, 2014 required for stating of the Object Clause of MOA in a different manner. In view of the requirements, the Objects Clause is proposed to be amended as under:

1. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 44 thereof and existing sub clause 45 will be deleted.
2. Under sub-clause 2, 3, 4, 7, 13, 17, 23 and 36 of new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF

THE OBJECTS SPECIFIED IN CLAUSE III(A)", the words "section 58A, 78, 292, 293, 293A and the word Companies Act, 1956" be substituted with the words "section 73, 52, 179, 180, 181, 182 Companies Act, 2013".

3. Sub-clauses 1 to 24 as appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", vide creation of new sub clauses no. 45 to 69, the sub-heading III(C) i.e. "OTHER OBJECTS" be deleted, also in sub-clause 17 (new sub clause 61) the words "section 293A and 293(1)(e) of the Companies Act, 1956" shall be substituted with the words "section 182 ,180 & 181 of the Companies Act, 2013".

4. Sub-clause 70 added as follows "
Sub-clause- 70

To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the company may deem fit."

The Alteration of MOA requires the approval of the shareholders by means of a special resolution pursuant to section 13 of the Companies Act, 2013. Further, in terms of the provisions of section 110 of the Act read with rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence, the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors recommends the resolution at Item No.3 of the Notice for approval by the members by way of a special resolution by voting through postal ballot.

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

**By order of the Board of Directors
For Electrotherm (India) Limited**

Place : Palodia
Date : 15th November, 2014

**Jigar Shah
Company Secretary**

Registered Office:

A-1, Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380015
CIN : L29249GJ1986PLC009126

INSTRUCTION FOR VOTING

1. Voting through Physical Postal Ballot Form:

A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expenses of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form duly completed and signed should be returned in enclosed self-addressed postage prepaid envelop so as to reach the Scrutinizer before the closure of working hours i.e. 6.00 p.m. on or before 3rd January, 2015. Any postal Ballot Form received after 3rd January, 2015 shall be treated as if the reply from the shareholders has not been received.

2. E-voting Facility:

In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for the members for voting electronically are as under:

- Step-1** Open your web browser during the voting period and Log on to the e-voting website www.evotingindia.com
- Step-2** Click on "Shareholders" to cast your vote(s).
- Step-3** Please Enter your User ID
 - a. For Account holder of CDSL: 16 digits beneficiary ID,

- b. For Account holder in 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.

Step-4 Enter the Image Verification as displayed and Click on Login.

Step-5 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.

Step-6 If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> For Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is printed at postal ballot form. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter your Dividend Bank Details (Account Number) recorded in your demat account or registered with the Company for the demat account.</p> <p>#Any one of the details DOB or Dividend Bank Details and Date of Birth are not recorded with the depository or company. Please enter the Member ID / Folio Number in the Dividend Bank details field.</p>

Step-7 After entering these details appropriately, click on "SUBMIT" tab.

Step-8 First time user holding shares in Demat Form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection Screen.

Step-9 Click on the EVSN of the Company i.e. **141111008** to vote.

Step-10 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.

Step-11 Click on the "Resolutions File Link" if you wish to view the Notice.

Step-12 After selecting the resolution, 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.

Step-13 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

OTHER E-VOTING INSTRUCTIONS:

- The e-voting period commences on 6th December, 2014 (10.00 a.m.) and ends on 3rd January, 2015 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. 21st November, 2014 may cast their vote electronically. The e-voting, module shall be disabled for e-voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
- CS Dipak Rachchha, Practising Company Secretary (Membership No. FCS 3878; CP No. 2191) (Address : 401, Akshat Tower, Opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054, Gujarat, India) has been appointed as the Scrutinizer for conducting the postal ballot and electronic voting process
- For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit bearing the stamp and sign of the entity to helpdesk.evotingindia.com and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution/Power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF Format in the system for the Scrutinizer to verify the vote or submit.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communications(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- In case you have any query or issues regarding e-Voting. You may refer the Frequently Asked Questions ("FAQ") and e-Voting manual available at www.evotingindia.com under help section of write an e-mail to helpdesk.evoting@cdslindia.com

CONTACT DETAILS

Name	Jigar Shah
Designation	Company Secretary
Company	Electrotherm (India) Limited
Registered Office	A-1, Skylark Apartment, Satellite Road, Satellite, Ahmedabad – 380015
CIN	L29249GJ1986PLC009126
Email	sec@electrotherm.com
Registrar and Transfer Agent	Link Intime India Pvt. Limited, 303, 3 rd Floor, Shopper Plaza V, Opp. Municipal Market, Behind Shoppers Plaza-II, Off C. G. Road, Ahmedabad-380009. Phone & Fax No. (079) 26465179 Email : ahmedabad@linkintime.co.in
e-Voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Dipak Rachchha Practising Company Secretary Email : drachchha@rediffmail.com



ELECTROTHERM (INDIA) LTD.

Registered Office : A-1, Skylark Apartment, Satellite Road, Satellite, Ahmedabad 380015

CIN : L29249GJ1986PLC009126 Email: sec@electrotherm.com

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

POSTAL BALLOT FORM

(To be returned to Company)

Serial No. :

1. Name & Registered Address of the Sole / First named shareholder	
2. Name(s) of the Joint shareholder(s), if any	
3. Registered Folio No. DP ID No. / Client ID No. * (*Applicable to Investors holding shares in Dematerialized form)	
4. Nos. Shares held	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 15th November, 2014 of the Company by sending my/ our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charge / security on properties of the Company.			
2.	Special Resolution under section 186 of the Companies Act, 2013 to make loan or investments and to give guarantees or provide security in connection with a loan.			
3.	Special Resolution under section 13 of the Companies Act, 2013 for change in Memorandum of Association of the Company.			

Place :

Date :

(Signatory of Share holder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electric Voting Event Number)	User ID	Password
141111008		

Note : For e-voting, Please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

Last date for receipt of Postal Ballot by the Scrutinizer: 3rd January, 2015.

(Please see overleaf for instructions)

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer viz. CS Dipak Rachchha, Practicing Company Secretary at **ELECTROTHERM (INDIA) LIMITED**, A-1, Skylark Apartment, Satellite Road, Satellite, Ahmedabad -380 015 in the enclosed postage pre-paid self-addressed envelope.
2. Envelopes containing postal ballots, if deposited in person or if sent by courier at the expense of the shareholder will also be accepted.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
5. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/ Power of attorney (POA).
6. Unsigned, incomplete, incorrectly ticked, defaced or mutilated Postal Ballot Forms shall be rejected.
7. The Consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column "AGAINST" by placing a tick (✓) in the appropriate column. Postal Ballot Form bearing tick mark in both the columns will render the Postal Ballot Form invalid.
8. A Member needs not use all his/her votes nor needs to cast all his/her votes in the same way. The right of voting by Postal Ballot shall not be exercised by a proxy.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before 3rd January, 2015. All Postal Ballot Forms received after the aforesaid time and date will be strictly treated as if reply/ Postal Ballot Form from such Member have not been received.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on 21st November, 2014, the cut-off date.
11. A Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. A Member may request for a duplicate postal ballot form, if, so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Sr. No.9 above
13. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
14. There will be one Postal Ballot Form for every Folio, irrespective of the number of joint holders.
15. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
16. The date of declaration of the result of postal ballot i.e. 7th January, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
17. The results of the Postal Ballot will be declared in the manner as specified in the Notice.

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