

**ELECTROTHERM** (INDIA) LTD.Regd. Office : A-1, Skylark Apartment, Satellite Road, Satellite,  
Ahmedabad - 380 015 CIN : L29249GJ1986PLC009126

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

**RESULT OF POSTAL BALLOT (INCLUDING E-VOTING)**

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of the shareholders of the Company was sought by way of Special Resolutions through Postal Ballot process (including e-voting) vide notice dated 2<sup>nd</sup> July, 2015.

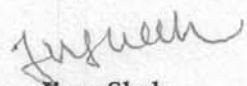
Based on Scrutinizer's Report dated 8<sup>th</sup> August, 2015, the chairman has declared the Results of Postal Ballot as under:

| Resolution No. | Brief Particulars of Special Resolution(s)                                                   | Total No. of Valid Votes | No. of Shares and % of Votes cast in FAVOUR |       | No. of Shares and % of Votes cast in AGAINST |      |
|----------------|----------------------------------------------------------------------------------------------|--------------------------|---------------------------------------------|-------|----------------------------------------------|------|
|                |                                                                                              |                          | No. of Shares                               | %     | No. of Shares                                | %    |
| 1              | Increase in and reclassification of the Authorised Share Capital of the Company.             | 49,10,758                | 49,10,436                                   | 99.99 | 322                                          | 0.01 |
| 2              | Alteration of Articles of Association.                                                       | 49,10,758                | 49,10,351                                   | 99.99 | 407                                          | 0.01 |
| 3              | Issue of Partially Convertible Partially Redeemable Preference Shares on Preferential Basis. | 49,10,758                | 49,09,451                                   | 99.97 | 1,307                                        | 0.03 |

All the above resolutions have been passed with *Requisite Majority*.

The result of Postal Ballot has been displayed at Registered Office of the Company and also been posted on the website of the Company [www.electrotherm.com](http://www.electrotherm.com) along with Scrutinizer's Report.

For Electrotherm (India) Limited

Place : Ahmedabad  
Date : 10<sup>th</sup> August, 2015  
Jigar Shah  
Company Secretary

**DIPAK RACHCHHA & CO.**

Advocates  
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Ahmedabad-380015  
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Date : August 8, 2015

The Chairman,  
Electrotherm (India) Limited,  
A-1 Skylark Apartment,  
Satellite Road, Satellite,  
Ahmedabad - 380 015

Dear Sir,

**Sub : Report on e-voting and Postal Ballot**

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on July 2, 2015 in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for voting by Electronic means and Postal Ballots received, in respect the Notice dated July 2, 2015 issued by Electrotherm (India) Limited (the Company) to all the shareholders of the Company.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members as on June 30, 2015 and completed the dispatch on July 7, 2015:
  - a. In physical mode, the Postal Ballot Forms (PBFs) and the Notice (providing Electronic Voting Sequence Number (EVSN), User ID and Password), through courier to those shareholders whose email IDs are not registered with the Company and;
  - b. In electronic form, the Postal Ballot Forms (PBFs) and the Notice (providing Electronic Voting Sequence Number (EVSN), User ID and Password) by e mail through Link Intime India Private Limited, Registrar and Transfer Agent of the Company to those shareholders whose e mail IDs are registered with the Company.
2. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All the envelopes received were serially numbered and dated before being put into the sealed ballot boxes.
3. We have considered, for the purpose of our Report, all the Postal Ballot Forms received up to the close of working hours on August 06, 2015 and votes cast through electronic mode up to 5.00 P.M. on August 06, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms and voting by electronic means respectively.



4. Reports for voting for each resolution have been generated from the e-voting website of CDSL (Central Depository Services (India) Ltd.), by unblocking the data after 6.00 P.M. August 06, 2015 in presence of two witnesses.
5. All the Postal Ballot Forms received up to the close of working hours on August 06 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinized and the signatures were verified with the specimen signatures recorded with the Company or details furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company and the particulars thereof were entered in the Register of Postal Ballot.
6. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
7. The Postal Ballot Forms and all other related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
8. Details of Postal ballot forms received / votes cast are as under:

**Resolution No. 1 - Special Resolution –**

**Increase in and Reclassification of Authorised Share Capital of the Company**

| Particulars                                        | Aggregate of physical ballot forms and electronic voting | Number of votes cast | % of valid votes |
|----------------------------------------------------|----------------------------------------------------------|----------------------|------------------|
| Total number of Postal ballot forms received       | 26                                                       | 2024870              |                  |
| Less : Total number of invalid postal ballot forms | 0                                                        | 0                    |                  |
| (A) Total number of valid postal ballot forms      | 26                                                       | 2024870              |                  |
| Total votes received by electronic mode            | 42                                                       | 2885888              |                  |
| Less : Total number of invalid votes               | 0                                                        | 0                    |                  |
| (B) Total number of valid votes                    | 42                                                       | 2885888              |                  |
| Total valid postal ballot / Votes received (A + B) | 68                                                       | 4910758              | 100.000          |
| Assented to resolution                             | 64                                                       | 4910436              | 99.993           |
| Dissented to resolution                            | 4                                                        | 322                  | 0.007            |
| <b>Result</b>                                      | <b>Carried with requisite majority</b>                   |                      |                  |



**Resolution No. 2 - Special Resolution**  
**Alteration of Articles of Association**

| Particulars                                        | Aggregate of physical ballot forms and electronic voting | Number of votes cast | % of valid votes |
|----------------------------------------------------|----------------------------------------------------------|----------------------|------------------|
| Total number of Postal ballot forms received       | 26                                                       | 2024870              |                  |
| Less : Total number of invalid postal ballot forms | 0                                                        | 0                    |                  |
| (A) Total number of valid postal ballot forms      | 26                                                       | 2024870              |                  |
| Total votes received by electronic mode            | 42                                                       | 2885888              |                  |
| Less : Total number of invalid votes               | 0                                                        | 0                    |                  |
| (B) Total number of valid votes                    | 42                                                       | 2885888              |                  |
| Total valid postal ballot / Votes received (A + B) | 68                                                       | 4910758              | 100.000          |
| Assented to resolution                             | 64                                                       | 4910351              | 99.992           |
| Dissented to resolution                            | 4                                                        | 407                  | 0.008            |
| <b>Result</b>                                      | <b>Carried with requisite majority</b>                   |                      |                  |

**Resolution No. 3 - Special Resolution**  
**Issue of Partially Convertible Partially Redeemable Preference shares on Preferential basis**

| Particulars                                        | Aggregate of physical ballot forms and electronic voting | Number of votes cast | % of valid votes |
|----------------------------------------------------|----------------------------------------------------------|----------------------|------------------|
| Total number of Postal ballot forms received       | 26                                                       | 2024870              |                  |
| Less : Total number of invalid postal ballot forms | 0                                                        | 0                    |                  |
| (A) Total number of valid postal ballot forms      | 26                                                       | 2024870              |                  |
| Total votes received by electronic mode            | 42                                                       | 2885888              |                  |
| Less : Total number of invalid votes               | 0                                                        | 0                    |                  |
| (B) Total number of valid votes                    | 42                                                       | 2885888              |                  |
| Total valid postal ballot / Votes received (A + B) | 68                                                       | 4910758              | 100.000          |
| Assented to resolution                             | 62                                                       | 4909451              | 99.974           |
| Dissented to resolution                            | 6                                                        | 1307                 | 0.026            |
| <b>Result</b>                                      | <b>Carried with requisite majority</b>                   |                      |                  |

9. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Shareholders' voting by Postal Ballots, in respect of the Resolutions given in the Notice dated July 2, 2015 issued under Section 110 of the Companies Act, 2013 and Rules made there under.



Yours faithfully,

*Rachchha*

Dipak Rachchha  
Advocate

8/8/2015

Encl.: as above.