



Electrotherm (India) Limited

Transcript of

40th

Annual General Meeting

Held on

Monday,

28th September, 2026

AT

10:00 AM

Through

**Video Conferencing / Other Audio Visual Means
(‘VC/OAVM’)**



Mr. Fageshkumar R. Soni, Company Secretary: Good Morning to all of you. We shall start with the Proceedings of the 40th Annual General Meeting.

On behalf of the Board of Directors of Electrotherm (India) Limited, I Fageshkumar R. Soni, Company Secretary would like to welcome you all at the 40th AGM of your Company.

Pursuant to the MCA Circulars and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (i.e. SEBI LODR Regulations, 2015), we are holding this 40th AGM through Video Conferencing - Other Audio-Visual means VC/OAVM.

Further, pursuant to the MCA Circulars and SEBI LODR Regulations, 2015, the proxy is not allowed to be appointed to attend and vote at the AGM on behalf of the members who is not able to attend the AGM personally.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of 40th AGM.

The facility of participation at the 40th AGM through VC / OAVM is being made available on first come first served basis.

Please note that to ensure the smooth and seamless conduct of meeting and to avoid disturbance arising from back ground noise, you are put on mute mode.

During the 40th AGM, if the Member is facing any technical problem related to voting by electronic means, he/she may contact on the helpline numbers mentioned in the last para of the Notice of 40th AGM on Page No. 13 of the Annual Report.

Now I would like to introduce the Board of Directors present at the 40th AGM.

Today we have with us:

1. Mr. Dinesh Mukati - Non-Executive Chairman of the Board & Independent Director. He is joining this meeting from Indore.
2. Mr. Shailesh Bhandari – Executive Vice Chairman and Chairman of the CSR Committee
3. Mr. Suraj Bhandari – Managing Director
4. Mr. Harish Mukati – Additional Director and Whole Time Director & Chief



Executive Officer

5. Mr. Tushar Jani – Whole Time Director
6. Mr. Pratap Mohan - Independent Director and Chairman of the Audit Committee
7. Mr. Rajesh Patel, Additional Director in the category of Non-Executive Non-Independent Director

All are joining this AGM through VC from Head Office of the Company at Palodia.

8. Ms. Nivedita R. Sarda – Independent Director and Chairperson of the Stakeholders Relationship Committee. She is also joining this Meeting from Jaipur.
9. Mr. Daves Khandelwal – Additional Director and Whole Time Director. He is joining this Meeting from Gandhidham.
10. Mr. Raj Kumar Bansal – Additional Director in category of Independent Director and Chairman of the Nomination and Remuneration Committee is not available in the meeting due to his traveling scheduled. Mr. Raj Kumar Bansal, has authorized Mr. Pratap Mohan, a Member of Nomination and Remuneration Committee to attend this 40th AGM, on his behalf.

As per the provisions of Section 103(1)(a) of the Companies Act, 2013, the quorum for the meeting shall be 30 members personally present.

As the necessary quorum of more than 30 members being present through VC / OAVM, with the permission of Chairman Sir, we may proceed with the meeting.

CA Akshit R. Shah, Partner of M/s. Hitesh Prakash Shah & Co., the Statutory Auditor, CS Bharat Prajapati, Proprietor of M/s. Bharat Prajapati & Co., Secretarial Auditor and CS Bhavya Gaudana, Partner of M/s. Gaudana & Gaudana, Scrutinizer are also present at this 40th AGM.

Now, I would like to request Mr. Dinesh Mukati, Chairman Sir, to deliver Message to the Shareholders.

Mr. Dinesh Mukati, Chairman: Good Moring Everyone. On behalf of the Board of Directors of the Company, I extend a very warm welcome to all of you to the shareholders present at the 40th Annual General Meeting of your Company, being conducted through Video Conferencing or Other Audio-Visual Means, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI.



The Notice of the 40th Annual General Meeting, along with the Annual Report containing the financial statements and other statutory reports, has been circulated to all the shareholders well in advance.

I trust that you would have gone through the Annual Report for Financial year 2025–26.

The Financial Year 2025–26 has been a year of challenge, resilience and strategic transformation for your Company. The business environment remained demanding and significantly impacted our profitability.

Our consolidated revenue for the year stood approximately at 3,692 crore, compared with 4,115 crore in the previous year, while consolidated EBITDA stood at approximately 47 crore, compared with 380 crore in Financial year 2024–25.

The decline in revenue was primarily influenced by global geopolitical headwinds, which affected exports of our Engineering & Technology Division, along with the changes in government policies of fund allocations and implementation of the Jal Jeevan Mission, which impacted demand and pricing in the Ductile Iron Pipe business.

The significant decline in Ductile Iron Pipe prices during the year also had a material impact on the segment's revenue and profitability.

At the same time, our Steel business delivered encouraging operational improvements, particularly in the TMT business, demonstrating the resilience and yaah strength of our diversified business portfolio..

I would also like to highlight an important aspect of our financial journey.

As you are aware, the last few years of the Company has substantially reduced its debt and today has only three ARCs remaining as lenders.

During the last financial year, despite challenging business conditions and stressed margins, your Company made payments of approximately 224 crores towards interest and principal to its lenders.

This reflects our continued commitment towards financial discipline, reduction of liabilities and strengthening of the Company's balance sheet.

Over the last few years, the Russia–Ukraine conflict has significantly impacted the global economy, particularly in Europe, while also affecting economies and trade flows across the world.

More recently, geopolitical tensions in the Middle East, including the conflict involving the United States and Iran, have added another layer of uncertainty to the global economic environment.



Trade relations have become more uncertain, economic growth has faced pressure in several markets, and geopolitical developments have also contributed to volatility in energy and commodity prices.

However, as we look ahead, we believe that every period of uncertainty also creates opportunities for the next phase of growth.

As geopolitical tensions gradually eases and reconstruction and infrastructure activity resumes in affected regions, we expect opportunities to emerge for the steel, engineering and capital-equipment industries.

This could create additional demands for equipment, plants, machinery and engineering solutions.

Against this global backdrop, India continues to remain a bright spot in the global economy.

India remains among the fastest-growing major economies, supported by sustained investment in infrastructure, manufacturing, urbanisation, energy, transportation and other critical sectors.

India's steel consumption crossed approximately 164 million tonne during current financial year, resisting a growth of approximately 8%.

India's growth over the coming decade will increasingly be supported by infrastructure development, manufacturing expansion and rising domestic consumption.

Steel is a fundamental material for infrastructure and manufacturing, and therefore we believe that the structural growth of the Indian economy will continue to support strong domestic demand for steel over the long term.

India's per-capita steel consumption, at approximately 115 kg, remains significantly below that of several developed economies.

As India progresses towards the vision of Viksit Bharat, the opportunity before the steel and associated engineering industries remains substantial.

Our TMT business demonstrated resilience during the year, supported by higher sales volumes, particularly in value-added products, along with our continued focus on operational efficiency and cost discipline.

As a result, the topline of the TMT business remained broadly in line with the previous financial year, while profitability improved.

The performance of our Ductile Iron Pipe business, however, remained challenging.



The business was affected by delays in the implementation and execution of projects under the Jal Jeevan Mission, followed by changes in government fund allocation during financial year.

These developments affected project execution, market demand and market pricing, which in turn impacted both the top line and profitability of the Pipe business.

While the current environment remains challenging, we believe that India's long-term requirement for water infrastructure remains strong.

Our focus is therefore to improve operational efficiency, optimise costs, enhance capacity utilisation and adopt appropriate business strategies to improve the profitability of this business as market conditions evolve.

As I have highlighted earlier, steel has become a strategic material supporting infrastructure, manufacturing and overall economic growth across the world.

A strong industrial base cannot be built without a strong steel industry.

We therefore see significant opportunities emerging in the years ahead, and your Company, with its integrated steel capabilities and established market presence, is well positioned to participate in this growth.

Our Engineering & Technology Division has established itself as a leading brand in India's steel-making industry, recognised for its high-quality products, technological capabilities and strong track record of execution.

With approximately 8,000 installations across around 81 countries, the Division has built a strong international footprint and an established customer base.

The geopolitical situation during the year affected the export segment of the Engineering & Technological business and consequently impacted its performance.

However, I am confident in the resilience and capability of the experienced team of the Division to overcome these challenges and rebound as market conditions improve.

With the invaluable guidance of our Executive Vice Chairman Mr. Shailesh Bhandari and the leadership of our Managing Director, Mr. Suraj Bhandari, I am confident that the Division will continue to strengthen its market position, pursue new opportunities and work towards delivering improved results in the coming quarters.

As you are aware, the Company has been on a revival trajectory over the last several years, despite various external and internal challenges.

Your Company has not only worked towards strengthening its business operations



but has also laid the foundation for long-term growth through resource optimisation, operational improvement and technological innovation across the organisation.

The dedicated efforts of the management and employees have also enabled the Company to substantially reduce its debt.

Going forward, our objective is to further strengthen the balance sheet and move towards becoming debt-free, subject to the successful execution of our business and financial plans.

This journey of revival would not have been possible without the continued support and confidence of our stakeholders.

On behalf of the Board of Directors and the Management of the Company, I express my sincere gratitude to all our stakeholders—particularly our customers, suppliers, employees, bankers, financial institutions and lenders—for their unwavering support and confidence during this journey.

We believe that the foundations we have built over the last several years, together with India's strong structural growth opportunities, provide a promising platform for the next phase of Electrotherm's journey.

We remain committed to strengthening the Company further, improving financial performance and creating sustainable long-term value for our shareholders.

We look forward to your continued support and confidence. Thank you.

Tech Support - Please unmute yourself. Hello Sir, please unmute yourself.

Mr. Fageshkumar R. Soni, Company Secretary: Now, I would like to request Managing Director, Mr. Suraj Bhandari, to give brief overview of the last year performance.

Mr. Suraj Bhandari, Managing Director: Good Morning, Dear Shareholders, Directors, Auditors, Scrutinizers. Customers, suppliers, and all the employees of Electrotherm (India) Limited.

It gives me great pleasure to extend a warm welcome to the 40th Annual General Meeting of your company. I will now proceed with my formal address.

Dear shareholders, I am pleased to present before you the performance of your Company for financial year 25-26.

It is an opportunity to share with you the broader industry and economic environment. Our performance across businesses during the year. The challenges we faced, and our priorities and opportunities going forward.



The global economy continued to operate in an environment of considerable uncertainty during the years. Geopolitical tensions, changing trade policies, commodity price volatility, energy costs and disruptions in the international trade continue to influence investment and industrial activity across markets.

The Russia-Ukraine conflict and the continuing conflict in the Middle East have added to this uncertainty and have affected commodity markets, logistics, and business confidence.

At the same time, governments across major economies continue to invest in infrastructure, energy security, transportation, defence, manufacturing capabilities and industrial capacity. These investments are creating structural opportunities for the engineering and manufacturing sectors.

For the steel industry, however, the last few years have been a period of significant adjustment. Global steel demand remained subdued for an extended period, particularly because of weakness in some major economies.

However, according to the latest World Steel Association outlook global steel demand is expected to grow by around 0.3% in 2026 and 2.2% in 2027. This indicates that the global market is gradually moving from a prolonged period of weakness towards a modest recovery.

India continues to stand out in this global environment. The World Steel Association expects Indian steel demand to grow by approximately 7.4% in 2026 and 9.2% in 2027, supported by infrastructure development, construction, automotive demand, capital expenditure and continued industrialisation.

China continues to remain the world's largest steel market and producer. However, its steel demand is also going through a structural adjustment. Particularly in the property sector. This is gradually changing the global balance of steel supply and trade.

For India, this environment creates both opportunities and challenges. While global trade conditions remain uncertain, India's growing domestic market provides a strong structural foundation for the steel industry.

Over the medium to long term, India's increasing infrastructure requirements, industrial capacity and consumption provide significant opportunities for steel producers and downstream businesses.

The Indian economy demonstrated considerable resilience during the financial year 25-26. According to the latest estimates of Ministry of Statistics and Program Implementation, India's real GDP grew by approximately 7.5% during the year compared with 7.1% in the previous year. This growth has been supported by domestic consumption, investment, infrastructure development, and continued expansion in manufacturing and services.



For the steel industry, the underlying numbers are particularly encouraging. During FY 25-26, India's crude steel production increased to approximately 168.4 million tons representing growth of about 10.7% over the previous year.

Finished steel production increased to approximately 160.9 million tons, growing by around 9.7%, while finished steel consumption reached approximately 163.7 million tons, representing growth of about 7.6%.

These numbers demonstrate the continued expansion of India's steel ecosystem and its increased importance in the country's economic develop.

The drivers are broad based — roads and highways, railways, urban infrastructure, housing, renewable energy, power infrastructure, water and sanitation, automobiles, industrial projects and increasing private-sector capital expenditure.

For your Company, with its presence across steel, ductile iron pipes, and engineering and technology, these developments are particularly relevant and create meaningful opportunities across all our business divisions. India is increasingly becoming a major center of industrial and infrastructure investment. And we believe this structural growth provides a strong foundation for our businesses in the years ahead.

Let us now please review the financial performance of the Company for the financial year 25-26. It was a year of challenge, resilience, and transition for your Company.

The business environment remained demanding, with volatility in commodity prices, energy costs, and international trade conditions, along with weaker Market conditions in certain segments affecting our profitability.

Our consolidated revenue stood at approximately 3692 crores, compared with approximately 4115 crores in the previous financial year. Our consolidated EBITDA stood at approximately 47 crores compared to 380 crores in the financial year 24-25. These numbers reflect the pressure experienced by the Company during the year. At the same time, the performance of our individual businesses provides important insights into both our strengths and the areas where we need to improve.

One of the encouraging aspects of the year was the performance of our TMT business. TMT bar volumes increased from approximately 3.45 lakh tonnes to 3.56 lakh tonnes. More importantly, EBITDA from the TMT business improved from approximately 93 crore to 127 crore. This improvement demonstrates the benefits of our continued focus on operational efficiency, product mix, cost discipline Market positioning and execution

The Indian TMT market continues to benefit from the country's strong infrastructure and construction activity. Going forward, our focus will not only be on increasing volumes, but also on improving value-added product mix, capacity utilization, price realization, customer service, and overall profitability.



At the same time, the performance of our ductile and pipe business was a challenging area during the year.

The business faced difficult market conditions, delays in the release of government funds resulted in delayed project executions, slower movement of orders in hand, accumulation of inventory, and working capital pressures, which significantly affected profitability.

We are conscious of these challenges and are taking steps to improve capacity utilization market reach, product mix, and operational efficiency while streamlining the business to respond to the changing market scenario. The long-term opportunity, however, remains significant.

India's continued investment in water infrastructure, urbanization, and water supply networks provides a structural market opportunity for ductile iron pipes. Our focus is therefore to ensure that we are able to convert this market opportunity into sustainable and profitable business.

Coming to our ENT division, this business has established itself as a leading and trusted name in India's steelmaking industry, with a strong reputation for product quality technological capability and execution.

The engineering and technology division contributed approximately 1,209 crores of revenue representing around 32% of the total revenue of the Company. Your Company continues to have a strong position in the melting furnace segment with a market share of more than 60%. The Division's capabilities extend beyond individual products. Our strengths in engineering, design, manufacturing, technology, and execution provide us with a unique position as a "Total Solutions Provider", enabling us to serve the evolving requirements of the steel and metal industries across global markets.

The expansion of our footprint into new territories, particularly in South America, North America, and the CIS countries, is a positive development for the engineering and technology business.

I would like to particularly highlight that your Company has secured multiple high-value orders, which are currently under execution.

However, the profitability remained under pressure during the year. The sharp increase in copper prices disturbed global supply chain, along with challenging export conditions and geopolitical uncertainties, have affected the division's margins in the short term.

Despite these challenges, the Division has demonstrated resilience and continues to focus on cutting-edge technology, innovation, automation, energy efficiency, and customer satisfaction.



With its experienced workforce established customer relationships and engineering capabilities. We believe the division is well positioned to participate in the next phase of industrial and steel capacity expansion in India, as well as international markets.

Despite the global and domestic challenges, your Company has remained focused on improving productivity, optimizing energy consumption, controlling costs, and improving operational efficiency.

We are also increasingly focusing on better product mix, value-added products, customer service, and stronger execution.

The steel industry is undergoing an important technological transformation. Artificial intelligence, automation, digitalization, advanced process controls, predictive maintenance, energy efficiency, and data-driven decision making are becoming increasingly important for improving competitiveness. We are, therefore, continuously evaluating opportunities to modernize our manufacturing processes and make greater use of technology and automation. To produce best in class products and provide best in class services. While continuously improving consistency, reliability, and customer satisfaction.

We believe that operational excellence will remain one of the most important drivers of competitiveness in the steel industry going forward. We remain firmly committed to integrating sustainability into our operations and creating long-term value for all our stakeholders. We continue to work towards reducing our carbon footprint, improving energy efficiency minimizing waste and conserving natural resources. Our manufacturing processes incorporate improved waste management practices, and we continue to evaluate opportunities to make our operations more resource efficient.

At the same time, no growth can be sustainable without the people who make it possible. At Electrotherm, empowerment, freedom to perform, and appropriate handholding, wherever required, are some of the attributes that make our organization distinct.

The safety, well-being and development of our employees always remains important for us.

We are also committed to making a positive contribution to the society through our CSR initiatives, particularly in the areas of education, healthcare. Community development and environmental sustainability.

The global steel market remains challenging, but India's structural demand drivers remain strong. India's steel consumption has grown significantly over the last several years, and the latest World Steel Association outlook continues to project strong growth in an Indian steel demand compared with the global market. This creates a



meaningful opportunity for the Indian steel industry, and consequently, for your company.

However, we recognize that industry growth by itself does not automatically translate into shareholder returns. Execution will be critical. Our strategic priority is therefore to convert industry growth into business growth and business growth into sustainable shareholder value.

In our TMT steel business, our focus will remain on balancing capacities, improving capacity utilization operational efficiency, better resource allocation and cost competitiveness and improving realization. We will focus on profitable volume growth, increased sales of value-added products, better customer service, and strong market execution.

In the ductile iron pipe business, our priority will be to improve operational efficiency, optimize operating costs, achieve higher capacity utilization, adopt dynamic strategies, including alternative product opportunities wherever commercially viable and improve operational profitability while continuing to participate in India's growing water infrastructure opportunity.

In our E&T division, we will continue to leverage our engineering capabilities, technology, product quality, and customer relationships to participate in India's expanding steel and industrial capacity cycle, while also developing opportunities in the international markets.

We will continue to focus on innovation and on developing breakthrough technologies in the field of steelmaking across the company, we will remain focused on technology, productivity, cost discipline, sustainability, and operational excellence. We have strong capabilities, experienced people, established customer relationships, and valuable operating assets.

Our focus this year will be to convert these strengths into better, more consistent, and sustainable financial performance. I am confident that with the guidance and experienced leadership of the Board, and the continued commitment of our management and employees, your Company will navigate the prevailing challenges successfully and remain well-positioned to participate in India's long-term growth.

Before I conclude, I would like to thank our Chairman and my fellow Members of the Board for their guidance and support.

I would also like to express my sincere appreciation to all our employees across the organization for their commitment and contribution during the year.

I thank our customers, suppliers, bankers, financial institutions and business partners for their continued confidence and support. And finally, I would like to thank our shareholders.



We fully recognize that our shareholders entrust their capital to us with the expectation that we will deploy responsibility and create long-term value. We remain committed to strengthening the fundamentals of the companies through right strategies, disciplined executions, operational excellence, and prudent financial management.

With India's strong structural growth opportunities and the capabilities that your Company has built across steel, ductile iron pipes, and engineering and technology. We believe Electrotherm has a meaningful opportunity to grow manifold, emerge stronger, and create sustainable long-term value for all our stakeholders.

On behalf of the board and the management, I thank you once again for your continued trust, confidence, and support. Thank you.

Mr. Fageshkumar R. Soni, Company Secretary: Thank You Sir.

The Company has taken requisite steps to enable Members to participate and vote on agenda items being considered in this 40th AGM.

As informed by Chairman Sir, in compliance with the MCA Circulars and SEBI LODR Regulations, 2015 mentioned in the Notice of this AGM, the Annual Report and Notice convening the 40th AGM have been sent to you well in advance by e-mail and also informed about the web-link to download the Annual Report by sending the letters to those shareholders whose email id is not registered with Depository Participants or with the Company or RTA.

Moving further, now, I would like to bring to the attention of the Members to the following:

- (i) That in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations, 2015 and MCA Circulars, the Company has provided the facility to the Members to cast their vote by electronic means through remote e-voting or e-voting during the 40th AGM by using the platform provided by Central Depository Services (India) Ltd. i.e. CDSL.
- (ii) The Members who are attending the 40th AGM and who have not cast their vote through remote e-voting prior to the date of AGM shall be able to exercise their voting rights during the 40th AGM. The Facility for e-voting is made available during the 40th AGM. The Members who have cast their vote by remote e-voting prior to the 40th AGM may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The Remote e-voting period commenced on Friday, 25th September, 2026 at 9:00 a.m. and ended on Sunday, 27th September, 2026 at 5:00 p.m.



- (iv) The voting right of Shareholders was in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 21st September, 2026.
- (v) The scrutinizer will submit the consolidated scrutinizer's report of the total votes cast through remote e-voting and e-voting conducted during at 40th AGM, in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result forthwith.
- (vi) There are 13 agenda items to be transacted at this 40th AGM, out of which 2 are ordinary business and 11 are special business. And out these 13 agenda items, 10 resolutions are ordinary resolutions and the rest 3 resolutions are special resolutions.

Now, I would take up the agenda items as set forth in the Notice one by one for consideration and approval of the Members.

1. Item No. 1 – Ordinary Resolution: To consider and adopt audited standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2026 together with report of the Board of Directors and Auditors' Report thereon.

In terms of the provisions of Section 145 of the Companies Act, 2013, the qualifications, observations or comments on financial statements are required to be read at the general meeting.

There is a qualification in the Auditor's Report as mentioned in Page No. 74 of the Annual Report.

We draw attention to Note No. 38 of non-provision of interest on NPA account of Asset Reconstruction Company, on approximate basis of Rs.149.61 Crore, for the year under consideration and the total amount of such unprovided interest till date is Rs. 1066.12 Crore. The exact amounts of the said non provision of interest are not determined and accordingly the amount of Net Loss for the year is understated by Rs. 149.61 crore and the amount of ARC liability and Total retained earnings/(loss) as on March 31, 2026 is understated by Rs. 1066.12 crore. Our audit reports for the previous year ended March 31, 2025 was also qualified in respect of this matter.

I draw the attention of the Members present to the explanation / comment given by the Board of Directors in their report on Page No. 34 of the Annual Report.

The Board of Directors submits that the loan account of the Company have been classified as Non-Performing Assets (NPA) by Rare Asset Reconstruction Limited (being debt assignee of Indian Overseas Bank) and the said Bank / ARC has not charged interest on the said account and therefore provision for interest has not been made in the books of accounts.



As per Secretarial Standard 2, observations in the Secretarial Audit Report are required to be read in the Annual General Meeting.

The Board was comprised with less than 6 directors till 9th April, 2025 caused by cessation of Mr. Mukesh Bhandari on 12th September, 2024. As per Regulation 17(1) of SEBI LODR Regulations, 2015, the Board of Directors of the listed entity shall comprise of not less than six Directors. Further, the Company would require to fill up such vacancy in accordance with the Regulation 17(1E), and appoint a Director, at the earliest and in any case not later than three months from the date of such vacancy. Further, BSE and NSE, each, has imposed fine of Rs.53,100/- for the quarter ended on 30th June, 2025. The Company has paid the said fines.

I draw the attention of the Members present to the explanations / comments given by the Board of Directors in their report on Page No. 34.

With regard to qualifications of the Secretarial Auditor, related to composition of the Board with less than 6 Directors, the Board of Directors submits that the Company was in process to find suitable person to be appointed as a Director on the Board of the Company and thereafter, the Board appointed Mr. Tushar Jani (DIN: 06745225) as a Director / a Whole Time Director with effect from 10th April, 2025. Hence, upon the appointment of a Director, the Company is in compliance with the provisions of Regulation 17(1) of the SEBI LODR Regulations, 2015.

2. Item No. 2 – Ordinary Resolution: To appoint a Director in place of Mr. Suraj Bhandari (DIN: 07296523), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. Item No. 3 – Special Resolution: Appointment of Mr. Raj Kumar Bansal (DIN: 00122506) as an Independent Director of the Company.
4. Item No. 4 – Ordinary Resolution: Appointment of Mr. Rajesh Bhalchandra Patel (DIN: 02735027) as a Non-Executive Non-Independent Director of the Company.
5. Item No. 5 – Ordinary Resolution: Appointment of Mr. Harish Mukati (DIN: 03214401) as a Director of the Company, liable to retire by rotation.
6. Item No. 6 – Special Resolution: Appointment of Mr. Harish Mukati (DIN: 03214401) as a Whole Time Director & Chief Executive Officer of the Company.
7. Item No. 7 – Ordinary Resolution: Appointment of Mr. Daves Khandelwal (DIN: 02997266) as a Director of the Company, liable to retire by rotation.
8. Item No. 8 – Special Resolution: Appointment of Mr. Daves Khandelwal (DIN: 02997266) as a Whole Time Director of the Company.



9. Item No. 9 – Ordinary Resolution: To ratify the remuneration of the Cost Auditor for the financial year ending on 31st March, 2027.
10. Item No. 10 – Ordinary Resolution: To approve material related party transactions with Arvindbhai Steel Private Limited.
11. Item No. 11 – Ordinary Resolution: To approve material related party transactions with Powertrans Electric Co. Private Limited.
12. Item No. 12 – Ordinary Resolution: To approve material related party transactions with Emnis Systems Private Limited.
13. Item No. 13 – Ordinary Resolution: To approve material related party transactions with Powertrans Electro Control.

So with the permission of the Members, the Notice and Board's Report is taken as read.

Those Members, who have not exercised their vote through remote e-voting, can cast their votes by electronic means during this AGM.

Moving further, the Company has received requests from few of the shareholders to register them as speaker for this meeting.

The questions of the speaker shareholders would be responded after hearing questions from them.

Now, I would like to invite the Shareholders who have registered themselves as speaker to present their questions or comments. Speaker Shareholders are requested to be precise and share their views/questions in 2-3 minutes.

We will try to respond to the maximum questions after hearing all the speaker shareholders.

I request the Moderator to unmute Speaker Shareholder No. 1 - Mr. Arun Modi.

Mr. Arun Modi: Hello, Hello.

Mr. Fageshkumar R. Soni: Yes, Sir

Arun Modi: Awaj arahihai ?

Mr. Fageshkumar R. Soni: Yes, sir

Arun Modi: Sabse pachele to mein Chairman Saab aur Secretary Department ka bhahut abari hu, ke jinhone merako bholeneka moka diya, aur Secretary Department



ka bhahut abhari, jinhone mirako shamaisal link bheji or company keliye to mereka kuch kehe nahi hai, Chairman Saab ki speech mein Chairman saab na hi sap bataatiya hai, aise to company ka sabi resolution me mera full support hai, or abhi anewale sabhi festival jaseke nauratri dasera diwali aur sabhi festival ke shubkamnye detahu aur abhi ampni company age age tataki kare esi shubkamnye. All the best, congratulations.

Mr. Fageshkumar R. Soni: Thank you, sir, thank you very much.

Now, I request moderator to please unmute speaker shareholder number 2 – Mr. Hardik Jain.

Moderator: Not available.

Mr. Fageshkumar R. Soni, Company Secretary: Okay.

So, please unmute the Speaker Shareholder No. 3 - Mr. Abhishek Shah

Mr. Abhishek Shah: Hi Sir, can you hear me?

Mr. Fageshkumar R. Soni: Yes Sir.

Mr. Abhishek Shah: Hi Sir, Good Morning Sir, I've sent you the list of questions already, but let me just read out them. Sir, first is, you know, if you can give us an outlook on the business, how are we seeing? I'll just read out all the questions together and then you can answer them. Later on, sir, how do you see the business, you know, outlook for the steel, business, and also the, engineering business? If you can give us some idea in terms of the for engineering, how are you seeing the order book? How was it last year compared to this year? And how do you see going ahead in terms of margins and top line? In terms of, debt, sir, we've been, you know, struggling with, you know, debt, you know, for a long time. And, you know, Electrotherm has not paid, you know, balance debt of 16 crores plus interest to Edelweiss ARC. So, you know, when are we planning to pay that off and get a clean chit from Edelweiss? We have also not paid the balance debt of 40 crores to, plus interest to Invent ARC. So, if you can give us more clarity on when can this be paid off, and, you know, when can we, get, clean chit from Invent as well. And lastly, you know, we have not, restructured, debt with Rare ARC. any clarity on that? Because that will be the last, you know, ARC that we will deal with and resolve and close the entire you know debt spectrum we also mentioned that you know we intend to be debt free at some point over the next 1 or 2 years. So what will be the current debt that we would be at? At what level or at what amount do you expect everything to be restructured? I think somewhere, you know, historically in the last few AGMs you mentioned that total exposure would be somewhere around 400 crores or so. Maybe if you can give us more clarity and how do we intend to pay off? It was impressive that in such a bad year, you know, we've been able to pay close to 200 plus crores of you know debt plus interest last year so what is our plan maybe if you can give us more clarity on that. Again, likewise, I think we have not paid close to 20



crores plus interest to Bank of Baroda and balance debt of, say, about 16 crores plus interest to SBI. Likewise, if you can give us more clarity for the same. Sir, on the CAPEX, what will be the capacity expenditure for our business right now? And since the last few years, since we've been having a financial crunch, have we been underinvested in our capacity and could we expect a big CAPEX requirement for modernization of our plants? Sir, in terms of related party transaction, we've asked for, you know, a related party of, say, with Arvind Bhai Steel Private Limited of, purchase of close to 750 crores, and, sale of goods of 200 crores. That seems substantially high for any. For any company our size. If you can give us more clarity on that. So, Enforcement Directorate, you know, even yesterday, we had a filing, from our company. And when do you... what is the current status, you know, of the, you know, scenario? And... When do we... by when can we expect, you know, a resolution? you know, happening. And sir, lastly, and, I think rather extremely important, sir, we've seen, we see tremendous value in, you know, the company with the steel plants, with Our engineering division with the very high market share that we've had, we've done some channel checks and we've heard extremely well about Electrotherm. So seeing it at a thousand crore market cap, you know, being a shareholder for all these years, it's a little disappointing and saddening to know that, you know, our market cap is so low compared to the potential that we have and even the goodwill that we have as Electrotherm in the market. If we can interact more with shareholders, maybe have some investor press release or a presentation, or, you know, speak to or have an analyst or, you know, just interact more with shareholders, that will really, you know, add a lot of value to the stock price and to, you know, the company as well. Maybe if you can look into it, you know, in a serious way, I think that should really, you know, help in terms of the confidence of shareholders as well. That's all from my side, sir. I would really humbly request, since we get to speak to you just once a year, so I would humbly request if you can sort of answer each of these questions in detail. Thank you so much.

Mr. Fageshkumar R. Soni, Company Secretary: Thank you Sir. Now I request the moderator to please unmute the speaker shareholder No. 4 – Ms. Rani Gupta.

Moderator: Not available.

Mr. Fageshkumar R. Soni, Company Secretary: Ok. So I request MD Sir to answer the questions of speaker shareholders.

Mr. Suraj Bhandari, Managing Director: Good Morning once again to all the shareholders present. A few shareholders have sought for certain information regarding different aspects of the company.

I will answer everything one by one, considering provisions of SEBI Insider Trading Regulations about unpublished price-sensitive information and business competitiveness.

I would like to address questions in broad parameters as under.



Regarding questions, to the Engineering Division, the Engineering Division is one of the largest manufacturer of induction melting furnace, refining equipment, casters, heating and hardening equipments, pollution control systems and transformers In the Indian industry. The Company has commissioned over 8,000 installations. Operating in more than 81 countries across the world. The Company has also executed more than 40 turnkey projects in various parts of the world.

Company is expanding its transformer manufacturing capacity to meet the growing demand in the renewable sectors, railway modernization power transmission sectors and distribution network expansion.

India's transformer market is expected to reach at around \$5.18 billion by 2032 with a CAGR of 8.08%. Revenue of the transformer business has increased by 23% in FY25-26. Company is expecting a CAGR of 15% going forward From the transformer business.

Engineering and Technology Division contributes to around 30 to 35 of the total revenue of the Company And expects a CAGR of 11.5% going forward while EBITDA margins Vary based on product mix and geographical geographical sales distribution. The average EBITDA of this division will be around 10%.

In the special steel division, ET TMT bars is a prestigious brand in Gujarat and holds around 10% of the market share and is expected to keep these are for the upcoming years. However, the ductile iron pipe business of the Company is vulnerable to macroeconomic factors as this segment largely caters to the water and sewage departments across the country which restricts the selling price. In financial year 25-26, the TMT price was on a declining trend. However, the division maintained its revenue in line with previous financial year with higher operational efficiency, increased capacity utilization, and sales of value-added products, like the epoxy-coated bars and cut and bend bars. EBITDA margin has improved drastically, which is expected to further improve in the coming years due to our focus on operational efficiency and better product mix. The performance of our ductile iron pipe business was a significant area of concern. Adverse business conditions in ductile iron pipe industry across the country have resulted in a substantial deterioration in profitability.

Regarding the EV division, the EV division is manufacturing battery operated vehicles since 2005. EV sales volume have increased by around 75% compared to the previous year. However, this segment demands more investment in working capital, technology, and marketing, which we are planning in a phased manner. We expect a marginal pickup in sales and profitability going forward in this year.

Electrotherm's Engineering and Technology Division is catering to steel manufacturers across the globe. The division's growth is having a direct impact from how the steel industry is performing. If we recall, the steel performed well in the year 2021 and 22, which gave a push to aggressive capex in the steel industry, benefiting the engineering division of the company.



India's steelmaking capacity is moving towards the government's long-term target of 300 million tons per annum by 2030, creating many different opportunities for our Engineering and Technology business. Company expects better years ahead as the overall sector in India will continue to grow. Similar to last year, this year also, DI Pipe sector is struggling due to difficult market conditions. In the DI Pipe sector, companies focused to improve operational efficiency, optimize operating cost, higher capacity utilization. Company also exploring alternative product opportunities to improve operational profitability. Steel sector of the Company has maintained its pace despite several geopolitical constraints and commodity price issues. Company believes that underlying growth opportunities in the infrastructure, urbanization, and industrial development will provide favorable platform for sustained growth of the steel sector.

Our long-term goals are to convert the volume-oriented manufacturing businesses into a more diversified, efficient, and value-oriented manufacturing enterprise. We believe that disciplined execution of this strategy will provide the foundation for companies' next phase of growth, and enable us to build most Valuable enterprise by 2030.

Regarding the debt positions of the Company, the debt of only Edelweiss ARC, Invent ARC and Rare ARC are outstanding. Company has substantially reduced its debts, and the necessary disclosures are given in the annual report. You can please refer to them for further information.

Thank you so much one again.

Mr. Fageshkumar R. Soni, Company Secretary: Thank you, sir. I believe that all the questions put forth by the shareholders are answered and if there is any clarification /or having more questions, I request you to please send it to us through email and we will reply at the earliest. We will move ahead for remaining proceedings for the meeting.

Now, with the permission of Chairman Sir, the e-voting facility will remain open for next fifteen minutes to enable to those shareholders who remain present at the 40th Annual General Meeting through Video Conferencing or other Audio Visual Means and who have not cast their vote through remote e voting.

The results shall be declared along with the Scrutinizer's Report to the Stock Exchanges (i.e. BSE & NSE) on which the equity shares of the Company are listed and It shall also be placed on the website of the Company and CDSL.

Further, we request all the shareholders whose email id is not registered with Depository Participants or Company or RTA, please register the same. Also, we request to shareholders who are holding shares in physical form, please do KYC and demat your shares.



Lastly, I would like to convey my thanks to the Chairman Sir, all the Directors, Statutory Auditor, Secretarial Auditor, Scrutinizer and all the Members present at the 40th AGM virtually. Thank you.

Mr. Dinesh Mukati: Thank you.
