

Annexure – IQUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

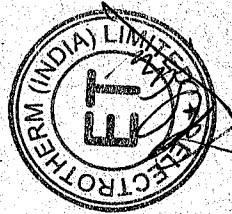
Name of Listed Entity
Quarter Ending

: ELECTROTHERM (INDIA) LIMITED
: 31st March, 2017

I. COMPOSITION OF BOARD OF DIRECTORS :- There is no change in Composition of Board of Directors as compare to previous quarter

Title (Mr. / Ms.)	Name of Director	PAN & DIN	Category (Chairperson/ Executive / Non- Executive / Independent / Nominee	Date of Appointment in the current term / cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity Refer Regulation 26(1) of Listing Regulations)

There is no change in Composition of Board of Directors as compare to previous quarter



II. COMPOSITION OF COMMITTEES :- There is no change in Composition of Committees as compare to previous quarter

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive/Independent / Nominee)
1	Audit Committee	There is no change in Composition of Committees as compare to previous quarter	
2	Nomination & Remuneration Committee		
3	Stakeholders Relationship Committee		
4	Corporate Social Responsibility Committee		

III. MEETING OF BOARD OF DIRECTORS

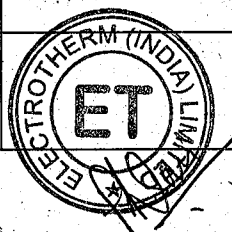
Sr. No.	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1	10/11/2016	-	-
2	-	13/02/2017	94

IV. MEETING OF COMMITTEES

Sr. No.	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	Audit Committee	13/02/2017	Yes	All three members are present	10/11/2016	94

V. RELATED PARTY TRANSACTIONS

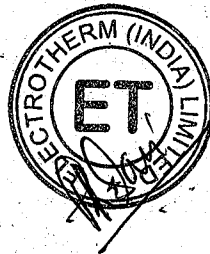
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N. A.



* **Note** : There are related party transactions during the quarter, but none of the related party transaction fall within the category of material related party transaction. The Company at the 28th Annual General Meeting held on 30th September, 2014 has approved all proposed related party transactions with annual limits.

VI. AFFIRMATIONS

Sr.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2	The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. a. Audit Committee	Yes
3	The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. b. Nomination & Remuneration Committee	Yes
4	The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. c. Stakeholders Relationship Committee	Yes
5	The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. d. Risk Management Committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
7	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	N. A.

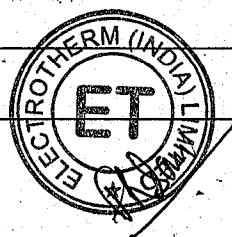


Annexure – II

TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)

I. Disclosure on website in terms of Listing Regulations

Sr. No.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.electrotherm.com
2	Terms and conditions of appointment of independent directors	Yes		www.electrotherm.com
3	Composition of various committees of board of directors	Yes		www.electrotherm.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.electrotherm.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.electrotherm.com
6	Criteria of making payments to non-executive directors	Yes		www.electrotherm.com
7	Policy on dealing with related party transactions	Yes		www.electrotherm.com
8	Policy for determining 'material' subsidiaries	Yes		www.electrotherm.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.electrotherm.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.electrotherm.com
11	Email address for grievance redressal and other relevant details	Yes		www.electrotherm.com
12	Financial results	Yes		www.electrotherm.com
13	Shareholding pattern	Yes		www.electrotherm.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



II. Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1), (2), (3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23 (2), (3)	NA	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



II. Affirmations

Sr. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

FOR ELECTROTHERM (INDIA) LIMITED


FAGESHKUMAR SONI
COMPANY SECRETARY &
COMPLIANCE OFFICER



Place : Ahmedabad
Date : 14th April, 2017