

Annexure - I

QUARTERLY 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]

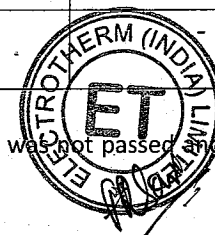
Name of Listed Entity : ELECTROTHERM (INDIA) LIMITED

Quarter Ending : 30th September, 2018

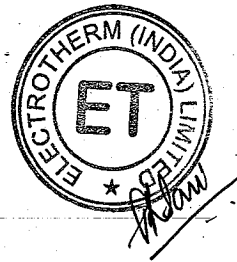
I. COMPOSITION OF BOARD OF DIRECTORS

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)
Mr.	Mukesh Bhandari	AALPB1974B 00014511	Chairperson Executive	01/02/2017	-	1	-	-
Mr.	Shailesh Bhandari	AALPB1973G 00058866	Executive	01/02/2017	-	1	1	-
Mr.	Avinash Bhandari ¹	ABRPB0303P 00058986	Executive	01/02/2017 28/09/2018	-	-	1	-
Mr.	Siddharth Bhandari	ARTPB0632P 01404674	Executive	26/04/2017	-	1	1	-
Mr.	Dinesh Shankar Mukati	ACZPM4662K 07909551	Non-Executive Independent	05/09/2017	12 Months	1	1	-
Mr.	Pratap Mohan	AEQPP8100G 03536047	Non-Executive Independent	05/09/2017	12 Months	1		1

¹ At the 32nd Annual General Meeting held on 28th September, 2018, ordinary resolution for re-appointment of Mr. Avinash Bhandari was not passed and he ceased to be Director of the Company and also ceased to be a member of the Audit Committee of the Company.



Mr.	Arun Kumar Jain	ABZPJ6664P 07563704	Non-Executive Independent	19/01/2018	8 Months	1	-	1
Ms.	Nivedita Ravindra Sarda	ANPPS1126D 00938666	Non-Executive Independent	25/05/2018	4 Months	1	1	-
Ms.	Sheetal Manhas ²	AHSPM9976A 07439658	Nominee Director	14/08/2018 28/09/2018	1 Months	-	-	-



² Ms. Sheetal Manhas appointed as Nominee Director in the category of Non-Executive Additional Director with effect from 14th August, 2018. At 32nd Annual General Meeting held on 28th September, 2018, ordinary resolution for appointment of Ms. Sheetal Manhas was not passed and she ceased to be a Nominee Director.

II. COMPOSITION OF COMMITTEES

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive/Independent / Nominee)
1	Audit Committee	- Mr. Pratap Mohan	Chairperson (Non-Executive Independent)
		- Mr. Dinesh Mukati	Member (Non-Executive Independent)
		- Mr. Avinash Bhandari*	Member (Executive)
2	Nomination & Remuneration Committee	- Mr. Dinesh Mukati	Chairperson (Non-Executive Independent)
		- Mr. Arun Kumar Jain	Member (Non-Executive Independent)
		- Mr. Mukesh Bhandari	Member (Executive)
3	Stakeholders Relationship Committee	- Mr. Arun Kumar Jain	Chairperson (Non-Executive Independent)
		- Mr. Shailesh Bhandari	Member (Executive)
		- Mr. Siddharth Bhandari	Member (Executive)
4	Corporate Social Responsibility Committee	- Mr. Shailesh Bhandari	Chairperson (Executive)
		- Mr. Avinash Bhandari*	Member (Executive)
		- Mr. Pratap Mohan	Member (Non-Executive Independent)

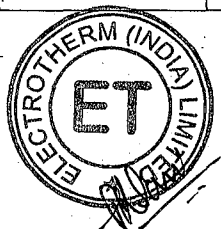
* At the 32nd Annual General Meeting held on 28th September, 2018, ordinary resolution for re-appointment of Mr. Avinash Bhandari was not passed and he ceased to become Director of the Company.

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	25/05/2018	-	-
2	-	04/07/2018	39
2	-	14/08/2018	40

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	14/08/2018	Yes	All Three members were present	25/05/2018	80 Days



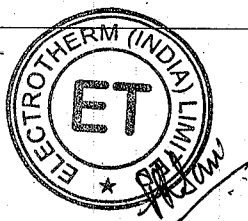
V. RELATED PARTY TRANSACTIONS

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:	



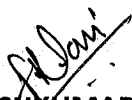
Annexure – III

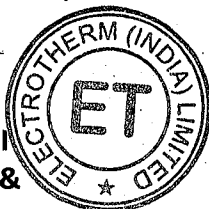
Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I. Affirmations

Sr. No.	Broad heading	Regulation Number	Compliance Status (Yes/No/NA)	Company Remarks
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	Mr. Pratap Mohan, Chairman of the Audit Committee remain present at the 32 nd Annual General Meeting held on 28 th September, 2018.
3	Presence of Chairperson of the Nomination And Remuneration Committee at the Annual General Meeting	19(3)	Yes	Mr. Dinesh Shankar Mukati, Chairman of the Nomination and Remuneration Committee remain present at the 32 nd Annual General Meeting held on 28 th September, 2018.
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

FOR ELECTROTHERM (INDIA) LIMITED


FAGESHKUMAR R. SONI
COMPANY SECRETARY &
COMPLIANCE OFFICER
(Membership No. F8218)



Place : Ahmedabad
Date : 12th October, 2018