

ELECTROTHERM[®]

(INDIA) LTD.



Annexure – I

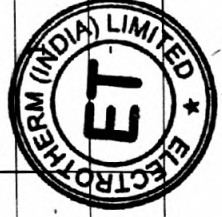
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[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 : 31st March, 2019

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.	Siddharth Bhandari	ARTPB0632P 01404674	Executive	26/04/2017	-	1	2	-
Mr.	Dinesh Shankar Mukati	ACZPM4662K 07909551	Non-Executive Independent	05/09/2017	18 Months	1	1	-
Mr.	Pratap Mohan	AEQPP8100G 03536047	Non-Executive Independent	05/09/2017	18 Months	1	-	1
Mr.	Arun Kumar Jain	ABZPJ6664P 07563704	Non-Executive Independent	19/01/2018	14 Months	1	-	-
Ms.	Nivedita Ravindra Sarda	ANPPS1126D 00938666	Non-Executive Independent	25/05/2018	10 Months	1	1	-



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)
		- Ms. Nivedita Ravindra Sarda	Member (Non-Executive Independent)
		- Mr. Siddharth 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. Siddharth Bhandari	Member (Executive)
		- Mr. Pratap Mohan	Member (Non-Executive Independent)

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	14/11/2018	-	-
2	-	13/02/2019	90
3	-	29/03/2019	43

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	13/02/2019	Yes	All four members are present	14/11/2018	90



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

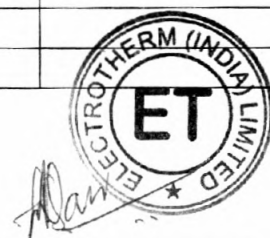
Sr. No.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.electrotherm.com
2	Terms and conditions of appointment of independent directors	Yes		www.electrotherm.com
3	Composition of various committees of board of 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	E-mail 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		
16	Disclosure of notes on website in terms of Listing Regulations explanatory	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)	Yes	
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)	NA	
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	Performance evaluation of the Independent Directors was carried out by Board of Directors except by Mr. Mukesh Bhandari, Chairman and Mr. Siddharth Bhandari, Whole-time Director. Mr. Mukesh Bhandari and Mr. Siddharth Bhandari informed that the matter of validity of appointment of all 4 (four) Independent Directors in Electrotherm (India) Limited is under consideration of Hon'ble NCLT so at this stage no comments or opinion can be made by them on the working of any of Independent Directors. They reserved their opinion till the matter is disposed off by Hon'ble NCLT.		

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 : 15th April, 2019