

## 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

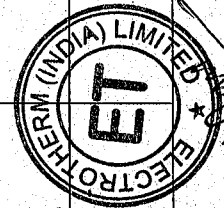
: ELECTROTHERM (INDIA) LIMITED

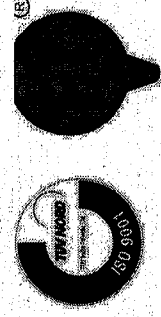
Quarter Ending

: 31<sup>ST</sup> DECEMBER, 2019

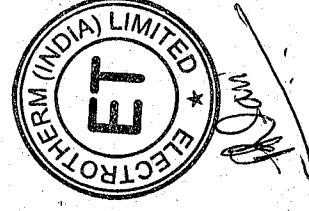
### I. COMPOSITION OF BOARD OF DIRECTORS :-

| Whether Regular chairperson appointed :       |                             |                        |                                                                                             |                                   |                            |                      |              |                  |                                                                                       | YES                                                                                                 |                                                                                                             |                                                                                                                                            |     |  |  |
|-----------------------------------------------|-----------------------------|------------------------|---------------------------------------------------------------------------------------------|-----------------------------------|----------------------------|----------------------|--------------|------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-----|--|--|
| Whether Chairperson is related to MD or CEO : |                             |                        |                                                                                             |                                   |                            |                      |              |                  |                                                                                       |                                                                                                     |                                                                                                             |                                                                                                                                            | YES |  |  |
| Title<br>(Mr.<br>/<br>Ms.)                    | Name of<br>Director         | PAN & DIN              | Category<br>(Chairperson/<br>Executive /<br>Non-<br>Executive /<br>Independent<br>/ Nominee | Initial Date<br>of<br>Appointment | Date of Re-<br>Appointment | Date of<br>Cessation | Tenure       | Date of<br>Birth | No. of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity | No of<br>Independent<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee<br>(s) including<br>this listed<br>entity | No of post of<br>Chairpersons<br>in Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including<br>this listed<br>entity |     |  |  |
| Mr.                                           | Mukesh<br>Bhandari          | AALPB1974B<br>00014511 | Chairperson<br>Executive                                                                    | 01/03/1994                        | 01/02/2017                 | -                    | -            | 05/08/1951       | 1                                                                                     | -                                                                                                   | -                                                                                                           | -                                                                                                                                          |     |  |  |
| Mr.                                           | Shailesh<br>Bhandari        | AALPB1973G<br>00058866 | Executive                                                                                   | 27/06/1989                        | 01/02/2017                 | -                    | -            | 01/07/1958       | 1                                                                                     | -                                                                                                   | 1                                                                                                           | -                                                                                                                                          |     |  |  |
| Mr.                                           | Dinesh<br>Shankar<br>Mukati | ACZPM4662K<br>07909551 | Non-<br>Executive<br>Independent                                                            | 05/09/2017                        | -                          | -                    | 28<br>Months | 29/11/1957       | 1                                                                                     | 1                                                                                                   | 1                                                                                                           | -                                                                                                                                          |     |  |  |
| Mr.                                           | Pratap<br>Mohan             | AEQPP8100G<br>03536047 | Non-<br>Executive<br>Independent                                                            | 05/09/2017                        |                            |                      | 28<br>Months | 31/03/1961       | 1                                                                                     | 1                                                                                                   | 1                                                                                                           | 1                                                                                                                                          |     |  |  |





| Title<br>(Mr.<br>/<br>Ms.) | Name of<br>Director            | PAN & DIN              | Category<br>(Chairperson/<br>Executive /<br>Non-<br>Executive /<br>Independent<br>/ Nominee | Initial Date<br>of<br>Appointment | Date of Re-<br>Appointment | Date of<br>Cessation | Tenure       | Date of<br>Birth | No. of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br><br>[in refer<br>Regulation<br>17A(1)] | No of<br>Independent<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br><br>[in reference<br>to proviso to<br>regulation<br>17A(1)] | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee<br>(s) including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairpersons<br>in Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including<br>this listed<br>entity<br>Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) |
|----------------------------|--------------------------------|------------------------|---------------------------------------------------------------------------------------------|-----------------------------------|----------------------------|----------------------|--------------|------------------|---------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ms.                        | Nivedita<br>Ravindra<br>Sarda  | ANPPS1126D<br>00938666 | Non-<br>Executive<br>Independent                                                            | 25/05/2018                        | 28/09/2018                 | -                    | 19<br>Months | 18/06/1977       | 1                                                                                                                               | 1                                                                                                                                                                  | 1                                                                                                                                                                              | 1                                                                                                                                                                                                        |
| Mr.                        | Suraj<br>Bhandari <sup>1</sup> | BJCPB5879C<br>07296523 | Executive                                                                                   | 13/11/2019                        | -                          | -                    | -            | 30/10/1995       | 1                                                                                                                               | -                                                                                                                                                                  | -                                                                                                                                                                              | -                                                                                                                                                                                                        |



<sup>1</sup> Mr. Suraj Bhandari was appointed as Additional Director and Whole-time Director at the Board Meeting held on Wednesday, 13<sup>th</sup> November, 2019.

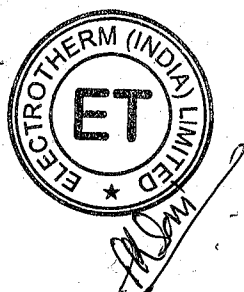


## II. COMPOSITION OF COMMITTEES :-

| Sr. No. | Name of Committee                         | Name of Committee members        | Category (Chairperson / Executive / Non-Executive/Independent / Nominee) | Date of Appointment | Date of Cessation |
|---------|-------------------------------------------|----------------------------------|--------------------------------------------------------------------------|---------------------|-------------------|
| 1       | Audit Committee                           | - Mr. Pratap Mohan               | Chairperson (Non-Executive Independent)                                  | 14/09/2017          | N. A.             |
|         |                                           | - Mr. Dinesh Shankar Mukati      | Member (Non-Executive Independent)                                       | 14/09/2017          | N. A.             |
|         |                                           | - Ms. Nivedita Ravindra Sarda    | Member (Non-Executive Independent)                                       | 14/11/2018          | N. A.             |
| 2       | Nomination & Remuneration Committee       | - Mr. Dinesh Shankar Mukati      | Chairperson (Non-Executive Independent)                                  | 19/01/2018          | N. A.             |
|         |                                           | - Mr. Pratap Mohan               | Member (Non-Executive Independent)                                       | 31/08/2019          | N. A.             |
|         |                                           | - Mr. Mukesh Bhandari            | Member (Executive)                                                       | 14/08/2015          | N. A.             |
| 3       | Stakeholders Relationship Committee       | - Ms. Nivedita Ravindra Sarda    | Chairperson (Non-Executive Independent)                                  | 31/08/2019          | N. A.             |
|         |                                           | - Mr. Shailesh Bhandari          | Member (Executive)                                                       | 14/09/2017          | N. A.             |
|         |                                           | - Mr. Pratap Mohan <sup>§</sup>  | Member (Non-Executive Independent)                                       | 14/10/2019          | N. A.             |
| 4       | Corporate Social Responsibility Committee | - Mr. Shailesh Bhandari          | Chairperson (Executive)                                                  | 27/05/2014          | N. A.             |
|         |                                           | - Mr. Dinesh Mukati <sup>#</sup> | Member (Non-Executive Independent)                                       | 14/10/2019          | N. A.             |
|         |                                           | - Mr. Pratap Mohan               | Member (Non-Executive Independent)                                       | 14/09/2017          | N. A.             |

§ Mr. Pratap Mohan appointed as Member of Stakeholders Relationship Committee with effect from 14<sup>th</sup> October, 2019 in place of Mr. Siddharth Bhandari.

# Mr. Dinesh Mukati appointed as Member of Corporate Social Responsibility Committee with effect from 14<sup>th</sup> October, 2019 in place of Mr. Siddharth Bhandari.





### 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 | Whether requirement of Quorum met | Number of Directors present | Number of independent directors present | Maximum gap between any two consecutive (in number of days) |
|---------|-----------------------------------------------------|-----------------------------------------------------|-----------------------------------|-----------------------------|-----------------------------------------|-------------------------------------------------------------|
| 1       | 31/08/2019                                          | -                                                   | Yes                               | 6                           | 3                                       | -                                                           |
| 2       | -                                                   | 13/11/2019                                          | Yes                               | 4                           | 2                                       | 73                                                          |

### 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) | Number of Directors present | Number of independent directors present | 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   | 13/11/2019                                                  | Yes                                         | 2                           | 2                                       | 31/08/2019                                                  | 73                                                                 |

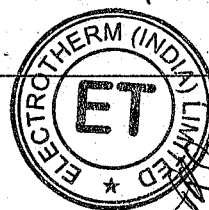
### V. RELATED PARTY TRANSACTIONS:-

| 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 28<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 has approved all proposed related party transactions with annual limits.

### VI. AFFIRMATIONS:-

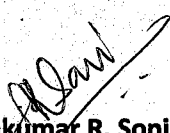
| Sr. | Subject                                                                                                                                                                                | Compliance status (Yes/No) |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 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.<br><b>a. Audit Committee</b>                         | Yes                        |
| 3   | The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.<br><b>b. Nomination &amp; Remuneration Committee</b> | Yes                        |

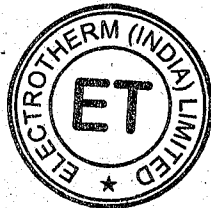




| Sr. | Subject                                                                                                                                                                                                              | Compliance status<br>(Yes/No) |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 4   | The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.<br><b>c. Stakeholders Relationship Committee</b>                                   | Yes                           |
| 5   | The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.<br><b>d. Risk Management Committee (applicable to the top 100 listed entities)</b> | 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.                         |

For Electrotherm (India) Limited

  
**Fageshkumar R. Soni**  
**Company Secretary &**  
**Compliance Officer**  
**(Membership No. F8218)**



Place : Ahmedabad  
Date : 10<sup>th</sup> January, 2020