

General information about company	
Scrip code	526608
NSE Symbol	ELECTHERM
MSEI Symbol	NOTLISTED
ISIN	INE822G01016
Name of the entity	ELECTROTHERM (INDIA) LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I																	
Annexure I to be submitted by listed entity on quarterly basis																	
I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson												Yes					
Whether Chairperson is related to MD or CEO												No					
Position of Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notation provided
Executive Director	AALPB1973G	00058866	Executive Director	Not Applicable	MD	01-07-1958	NA		27-06-1989	01-02-2020			1	0	1	0	
Independent Director	BJCPB5879C	07296523	Executive Director	Not Applicable		30-10-1995	NA		13-11-2019				1	0	0	0	
Non-Executive Independent Director	AALPB1974B	00014511	Non-Executive - Non Independent Director	Not Applicable		05-08-1951	NA		01-03-1994				1	0	0	0	
Chairperson	ACZPM4662K	07909551	Non-Executive - Independent Director	Chairperson		29-11-1957	NA		05-09-2017			55	1	1	1	0	

I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number o membershi in Audit/ Stakeholde Committe (s) includin this listed entity (Refer Regulation 26(1) of Listing Regulation
5	Mr	Pratap Mohan	AEQPP8100G	03536047	Non- Executive - Independent Director	Not Applicable		31- 03- 1961	NA		05-09-2017			55	1	1	1
6	Ms	Nivedita Ravindra Sarda	ANPPS1126D	00938666	Non- Executive - Independent Director	Not Applicable		18- 06- 1977	NA		25-05-2018			46	1	1	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03536047	Pratap Mohan	Non-Executive - Independent Director	Chairperson	14-09-2017		
2	07909551	Dinesh Shankar Mukati	Non-Executive - Independent Director	Member	14-09-2017		
3	00938666	Nivedita Ravindra Sarda	Non-Executive - Independent Director	Member	14-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03536047	Pratap Mohan	Non-Executive - Independent Director	Chairperson	11-11-2020		
2	07909551	Dinesh Shankar Mukati	Non-Executive - Independent Director	Member	19-01-2018		
3	00938666	Nivedita Ravindra Sarda	Non-Executive - Independent Director	Member	28-01-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00938666	Nivedita Ravindra Sarda	Non-Executive - Independent Director	Chairperson	31-08-2019		
2	00058866	Shailesh Bhandari	Executive Director	Member	14-09-2017		
3	03536047	Pratap Mohan	Non-Executive - Independent Director	Member	14-10-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00058866	Shailesh Bhandari	Executive Director	Chairperson	27-05-2014		
2	07909551	Dinesh Shankar Mukati	Non-Executive - Independent Director	Member	14-10-2019		
3	03536047	Pratap Mohan	Non-Executive - Independent Director	Member	14-09-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-10-2021				Yes	5	2
2		12-02-2022	120		Yes	4	2
3		29-03-2022	44		Yes	4	2

Text Block	
Textual Information(1)	Please note that after the Board Meeting held on 05.04.2021 for the quarter ended on 30th June, 2021, the second Board Meeting was scheduled on Thursday, 20th May, 2021. However, due to want of quorum, the said Board Meeting was adjourned on the same day in the next week i.e. Thursday, 27th May, 2021. Further, the Company has filed appeals bearing Company Appeal (AT) No. 54/2021 and 55/2021 before Honble NCLAT against order dated 04.05.2021 passed by Honble National Company Law Tribunal, Ahmedabad Bench (NCLT). The Honble NCLAT vide order dated 24.05.2021 restrained the Company from holding board meeting. Further, the said order dated 24.05.2021 was extended by Honble NCLAT from time to time vide order dated 07.06.2021, 17.06.2021, 16.07.2021, 27.09.2021 and 02.12.2021. In view of further clarification required about the interpretation of the order of Honble NCLAT, the adjourned Board Meeting and other Board Meeting to be held for considering the Audited Standalone and Consolidated Financial Results for the quarter and year ended on 31st March, 2021 and Un-audited Standalone and Consolidated Financial Results for the quarter ended on 30th June, 2021 has not been convened till 30th September, 2021. Thereafter, the Company has filed Interlocutory Application (IA) before Honble NCLAT for clarification / permission to hold Board Meeting and the Honble NCLAT vide order dated 27.09.2021 allowed to hold the Board Meeting for statutory compliances. Accordingly, the Board Meeting was held over October 14-15, 2021 inter alia, for statutory compliances related to approval of Audited Standalone and Consolidated Financial Results for the quarter and year ended on 31st March, 2021 and Un-audited Standalone and Consolidated Financial Results for the quarter ended on 30th June, 2021. Thereafter, the appeals were dismissed by the Honble NCLAT vide order dated 28.01.2022. Thereafter, the meeting of the Board of Directors was held on 12.02.2022 for approval of Unaudited Standalone and Consolidated Financial Results for the quarter and half year ended on 30th September, 2021 and approval of Unaudited Standalone and Consolidated Financial Results for the quarter and nine months ended on 31st December, 2021. Therefore, the time gap of more than 120 days between any two meetings was due to the stay by the Hon'ble NCLAT.

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	14-10-2021				Yes	2	2
2	Audit Committee	12-02-2022	120			Yes	2	2
3	Audit Committee	29-03-2022	44			Yes	2	2
4	Nomination and remuneration committee	29-03-2022				Yes	2	2
5	Stakeholders Relationship Committee	14-10-2021				Yes	2	1
6	Stakeholders Relationship Committee	29-03-2022				Yes	2	1

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	14-10-2021				Yes	3	2
8	Corporate Social Responsibility Committee	12-02-2022				Yes	2	2
9	Corporate Social Responsibility Committee	29-03-2022				Yes	3	2
10	Other Committee	12-02-2022		Separate Meeting of Independent Directors		Yes	2	2
11	Other Committee	29-03-2022		Separate Meeting of Independent Directors		Yes	2	2
12	Other Committee	29-03-2022		Management Committee		Yes	3	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	The Company at the 28th Annual General Meeting held on 30th September, 2014 has approved all proposed related party transactions with annual limits

Annexure 1		
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 is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in 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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Shailesh Bhandari
2	Designation	Managing Director

Text Block

Annexure II				
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	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

Annexure II				
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	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.electrotherm.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.electrotherm.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.electrotherm.com
21	Materiality Policy as per Regulation 30	Yes		www.electrotherm.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.electrotherm.com

Annexure II				
II. Annual Affirmations				
Sr	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), 17 (1A) & 17 (1B)	Yes	
3	Meeting of Board of directors	17(2)	No	The Company has filed appeals bearing Company Appeal (AT) No. 54/2021 and 55/2021 before Hon’ble NCLAT against order dated 04.05.2021 passed by Hon’ble National Company Law Tribunal, Ahmedabad Bench (NCLT). The Hon’ble NCLAT vide order dated 24.05.2021 restrained the Company from holding board meeting and thereafter, the Board Meeting was held as per the permission granted by Honble NCLAT, there is maximum gap of more than 120 days between two consecutive meetings.
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	No	In view of the stay on the Board Meeting by Hon’ble NCLAT, the audit committee meeting was also not held and thereafter, the Board Meeting was held as per the permission granted by Hon’ble NCLAT, there is maximum gap of more than 120 days between two consecutive meetings of Audit Committee.
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Shailesh Bhandari
2	Designation	Managing Director

Annexure II		
III. Affirmations		
Sr	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	

Annexure II		
1	Name of signatory	Shailesh Bhandari
2	Designation	Managing Director

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	Shailesh Bhandari
Designation of person	Managing Director
Place	Ahmedabad
Date	18-04-2022

