

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, 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 17A 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 ¹	ARTPB0632P 01404674	Executive	26/04/2017 30/09/2019	-	1	2	-
Mr.	Dinesh Shankar Mukati	ACZPM4662K 07909551	Non-Executive Independent	05/09/2017	25 Months	1	1	-
Mr.	Pratap Mohan	AEQPP8100G 03536047	Non-Executive Independent	05/09/2017	25 Months	1		1
Mr.	Arun Kumar Jain ²	ABZPJ6664P 07563704	Non-Executive Independent	19/01/2018 17/08/2019	19 Months	2		-



¹ At the 33rd Annual General Meeting held on Monday, 30th September, 2019, ordinary resolution for re-appointment of Mr. Siddharth Bhandari was not passed and he ceased to be Director of the Company and also ceased to be a member of the Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

² Mr. Arun Kumar Jain, Non-Executive Independent Director resigned with effect from 17th August, 2019 and also ceased to be a member of the Nomination and Remuneration Committee and Chairman of the Stakeholder Relationship Committee of the Company.

ELECTROTHERM[®] (INDIA) LTD.



Ms.	Nivedita Ravindra Sarda	ANPPS1126D 00938666	Non-Executive Independent	25/05/2018	16 Months	1	1	1
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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 Shankar Mukati	Member (Non-Executive Independent)
		- Ms. Nivedita Ravindra Sarda	Member (Non-Executive Independent)
		- Mr. Siddharth Bhandari [§]	Member (Executive)
2	Nomination & Remuneration Committee	- Mr. Dinesh Shankar Mukati	Chairperson (Non-Executive Independent)
		- Mr. Pratap Mohan*	Member (Non-Executive Independent)
		- Mr. Mukesh Bhandari	Member (Executive)
3	Stakeholders Relationship Committee	- Ms. Nivedita Ravindra Sarda [#]	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)

§ At the 33rd Annual General Meeting held on Monday, 30th September, 2019, ordinary resolution for re-appointment of Mr. Siddharth Bhandari was not passed and he ceased to be Director of the Company and also ceased to be a member of the Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

* Mr. Pratap Mohan appointed as Member of Nomination & Remuneration Committee with effect from 31st August, 2019 in place of Mr. Arun Kumar Jain.

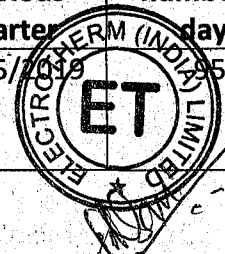
Ms. Nivedita R. Sarda appointed as Chairperson of Stakeholders Relationship Committee with effect from 31st August, 2019 in place of Mr. Arun Kumar Jain.

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	28/05/2019	-	-
2	-	31/08/2019	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	31/08/2019	Yes	All four members are present	27/05/2019	95





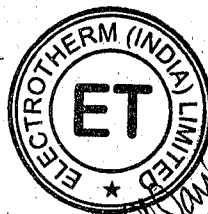
V. RELATED PARTY TRANSACTIONS:-

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 – III

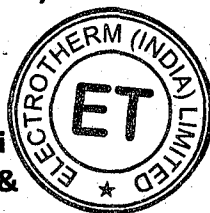
Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

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 33 rd Annual General Meeting held on Monday, 30 th September, 2019.
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 33 rd Annual General Meeting held on Monday, 30 th September, 2019.
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, 2019