

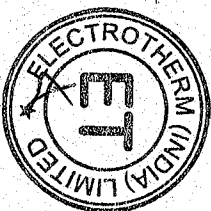
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[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 December, 2016

I. COMPOSITION OF BOARD OF DIRECTORS :- There is no change in Composition of Board of Directors as compare to previous quarter

| 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) |
|--|------------------|-----------|--|---|--------|---|--|---|
| There is no change in Composition of Board of Directors as compare to previous quarter | | | | | | | | |



II. COMPOSITION OF COMMITTEES :- There is no change in Composition of Committees as compare to previous quarter

| Sr. No. | Name of Committee | Name of Committee members | Category (Chairperson / Executive / Non-Executive/Independent / Nominee) |
|---------|---|--|--|
| 1 | Audit Committee | There is no change in Composition of Committees as compare to previous quarter | |
| 2 | Nomination & Remuneration Committee | | |
| 3 | Stakeholders Relationship Committee | | |
| 4 | Corporate Social Responsibility Committee | | |

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 | 11/08/2016 | - | - |
| 2 | - | 10/11/2016 | 90 |

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 | 10/11/2016 | Yes | All three members are present | 11/08/2016 | 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. |

FOR ELECTROTHERM (INDIA) LIMITED

Ashani
FAGESHKUMAR SONI
COMPLIANCE OFFICER



Place : Ahmedabad
Date : 9th January, 2017