

**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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
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
1	Mr	Dinesh Shankar Mukati	ACZPM4662K	07909551	Non-Executive - Independent Director	Chairperson		29-11-1957
2	Mr	Shailesh Bhanwarlal Bhandari	AALPB1973G	00058866	Executive Director	Not Applicable	MD	01-07-1958
3	Mr	Suraj Shailesh Bhandari	BJCPB5879C	07296523	Executive Director	Not Applicable	MD	30-10-1995
4	Mr	Mukesh Bhanwarlal Bhandari	AALPB1974B	00014511	Non-Executive - Non Independent Director	Not Applicable		05-08-1951
5	Mr	Mohan Pratap	AEQPP8100G	03536047	Non-Executive - Independent Director	Not Applicable		31-03-1961
6	Ms	Nivedita Ravindra Sarda	ANPPS1126D	00938666	Non-Executive - Independent Director	Not Applicable		18-06-1977

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

**I. Composition of Board of Directors**

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		05-09-2017	05-09-2022		84.25	1	1	1	0			
2	NA		27-06-1989	09-02-2024			1	0	1	0			
3	NA		13-11-2019	09-02-2024			1	0	0	0			
4	NA		01-03-1994	01-03-1994	12-09-2024		1	0	0	0	Others		
5	NA		05-09-2017	05-09-2022		84.25	1	1	2	1			
6	NA		25-05-2018	25-05-2023		76.06	3	3	4	2			

**Text Block**

Textual Information(1)

Based on the Scrutinizers Report for the 38th AGM of the Company held on Thursday, 12th September 2024, the Ordinary Resolution related to Continuation of Directorship of Mr. Mukesh Bhandari (DIN: 00014511) as a Non-Executive Director of the Company" placed at the AGM pursuant to Regulation 17(1D) of the SEBI (LODR) Regulations, 2015, did not pass with requisite majority. As such, Mr. Mukesh Bhandari (DIN: 00014511) ceased to be a Non-Executive Director / Director of the Company with effect from the date of 38th Annual General Meeting i.e. 12.09.2024.

<b>Annexur</b>	

**Annexure 1 Text Block**

Textual Information(1)

The Company is not falling under category of top 1000 listed entities. Provisions of Regulation 21 of the SEBI LODR Regulation, 2015, related to Risk Management policy is not applicable to Company. However, the Company is complying the Regulation 21 voluntarily.

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	Mohan Pratap	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	Mohan Pratap	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 Bhanwarlal Bhandari	Executive Director	Member	14-09-2017		
3	03536047	Mohan Pratap	Non-Executive - Independent Director	Member	14-10-2019		

Risk Management Committee							
Whether the Risk Management 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	07296523	Suraj Shailesh Bhandari	Executive Director	Chairperson	10-08-2024		
2	00058866	Shailesh Bhanwarlal Bhandari	Executive Director	Member	10-08-2024		
3	03536047	Mohan Pratap	Non-Executive - Independent Director	Member	10-08-2024		

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 Bhanwarlal Bhandari	Executive Director	Chairperson	27-05-2014		
2	07909551	Dinesh Shankar Mukati	Non-Executive - Independent Director	Member	14-10-2019		
3	03536047	Mohan Pratap	Non-Executive - Independent Director	Member	14-09-2017		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00058866	Shailesh Bhanwarlal Bhandari	Management Committee	Executive Director	Chairperson	
2	07296523	Suraj Shailesh Bhandari	Management Committee	Executive Director	Member	
3	07909551	Dinesh Shankar Mukati	Management Committee	Non-Executive - Independent Director	Member	

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	20-05-2024				Yes	6	6	3
2		10-08-2024	81		Yes	6	6	3

**Text Block**

Textual Information(1)

Mr. Shailesh Bhandari, Managing Director has been re-designated as a Executive Vice Chairman with effect from 9th February, 2024 till the end of his current term i.e., upto 31st January, 2026.

**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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-04-2024				Yes	3	3	3	0
2	Audit Committee	19-05-2024	21			Yes	3	3	3	0
3	Audit Committee	09-08-2024	81			Yes	3	3	3	0
4	Nomination and remuneration committee	09-08-2024				Yes	3	3	3	0
5	Stakeholders Relationship Committee	19-05-2024				Yes	3	3	2	0
6	Stakeholders Relationship Committee	09-08-2024	81			Yes	3	3	2	0



**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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Corporate Social Responsibility Committee	19-05-2024				Yes	3	3	2	0
8	Corporate Social Responsibility Committee	09-08-2024	81			Yes	3	3	2	0
9	Other Committee	19-05-2024		Management Committee		Yes	3	3	1	0
10	Other Committee	09-08-2024	81	Management Committee		Yes	3	3	1	0

**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 1000 listed entities)	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Fageshkumar R. Soni
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

The Company is not falling under category of top 1000 listed entities. However, the Board of Directors of the Company has voluntarily complied with the provisions of Regulation 21 of the SEBI (LODR) Regulations, 2015 related to Risk Management.

**Annexure III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

Mr. Chiragkumar Shah, Chief Financial Officer (CFO) resigned with effect from 12th April, 2024. As per Regulation 26A(2), the Company is required to fill up the vacancy of CFO caused by resignation of Mr. Chiragkumar Shah within 3 months. The Company is in process to identify the suitable candidate for the post of Chief financial officer of the Company.



**Annexure III**

1	Name of signatory	Fageshkumar R. Soni
2	Designation	Company Secretary and Compliance Officer

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

**Text Block**

Textual Information(1)

The Compnay has not given any loans / guaratnees / comfort letters / securities etc. to any of the entity as mentioned and therefore, disclosure is not applicable.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		Yes
Other details of cyber security incidence or breaches or loss of data event		Textual Information(1)
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		1
Sr.	Date of the event	Brief details of the event
1	08-09-2024	Incident of Ransomware attack was occurred on 08st September, 2024. IT infrastructure was targeted by such attack and some of the files were encrypted. However, there was no impact of said incident on operations of the Company. Further, the Company did not experience any significant disruption to its operations.

<b>Text Block</b>	
Textual Information(1)	Ransomware attack

**Signatory Details**

Name of signatory	Fageshkumar R. Soni
Designation of person	Company Secretary and Compliance Officer
Place	Ahmedabad
Date	17-10-2024