

Corporate Governance Report

1. Name of Listed Entity - **Eimco Elecon (India) Limited**
2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed	No of Independent Directorship	No of memberships in Audit/ Stakeholder	No of post of Chairperson in Audit/	Membership in Committee of the	Remarks
Mr.	PRADIP M. PATEL	00012138	AGCPP2712L	C & NED		11-Jan-1996	11-Jan-1996			05-Nov-1947	2	0	4	0	AC,SC, NRC	
Mr.	PRASHANT C. AMIN	01056652	ACJPA6312J	NED, ND		25-Oct-2007	09-Nov-2016			09-Aug-1956	2	0	0	1	SC	
Mr.	NALIN M. SHAH	00882723	AACPS0508F	ID		08-May-2012	01-Apr-2019		60	13-Feb-1947	2	2	3	4	AC,SC, NRC	
Mr.	NIRMAL P. BHOGILAL	00173168	AACPB4431A	ID		23-Sep-2011	01-Apr-2019		60	14-May-1949	3	2	3	1	AC,NRC	
Mrs.	MANJULADEVI P. SHROFF	00297159	AAFPD2390B	ID		02-Feb-2015	02-Feb-2015		60	27-Feb-1964	2	2	3	0	AC	
Ms.	REENA P. BHAGWATI	00096280	ABAPB7617B	ID		09-Nov-2016	09-Nov-2016		60	26-Aug-1966	4	3	5	0	NA	

Mr.	M G RAO	03608489	ACMPM3869P	ED	CEO-MD	08-Sep-2011	08-Sep-2016	07-Sep-2019		31-Jul-1958	1	0	0	0	NA	
Mr.	PRAYASVIN B. PATEL	00037394	AFHPP3384G	ED	MD	09-Nov-2016	09-Nov-2016			03-Apr-1958	2	0	0	0	NA	
Mr.	MUKULNAR AYAN DWIVEDI	08442155	ABHPD2433Q	ED	MD	10-Sep-2019	10-Sep-2019			26-Jan-1967	1	0	0	0	NA	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	PRADIP M. PATEL	C & NED	Member	11-May-2007	
2	NALIN M. SHAH	ID	Chairperson	08-May-2012	
3	NIRMAL P. BHOGILAL	ID	Member	04-Nov-2011	
4	MANJULADEVI P. SHROFF	ID	Member	18-May-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	PRADIP M. PATEL	C & NED	Member	02-Feb-2015	
2	PRASHANT C. AMIN	NED,ND	Chairperson	25-Jul-2016	
3	NALIN M. SHAH	ID	Member	30-Oct-2018	
4	NILESH D SHELAT	CFO	Member	02-Feb-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	PRADIP M. PATEL	C & NED	Member	02-Feb-2015	
2	NALIN M. SHAH	ID	Chairperson	25-Jul-2016	
3	NIRMAL P. BHOGILAL	ID	Member	02-Feb-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

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
07-May-2019	25-Jul-2019	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-May-2019	25-Jul-2019	Yes	3	2
Stakeholders Relationship Committee	07-May-2019	25-Jul-2019	Yes	2	0
Nomination & Remuneration Committee	07-May-2019	25-Jul-2019	Yes	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	78

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Rikenkumar Dalwadi**
Designation : **Company Secretary & Compliance Officer**

For Eimco Elecon (India) Limited



Rikenkumar Dalwadi
Company Secretary & Compliance Officer
Date : 11th October, 2019
Place : Vallabh Vidyanagar

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Shri Nalin M. Shah Chairman of the Audit Committee was down with fever and he couldn t attend the AGM. Therefore, he nominated Shri Nirmal P. Bhogilal (Independent Director and Member of Audit Committee of the Company) to attend the AGM on his behalf. Shri Nirmal P. Bhogilal remained present at the AGM to answer the queries of shareholders.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Shri Nalin M. Shah Chairman of the Nomination and Remuneration Committee was down with fever and he couldn t attend the AGM. Therefore, he nominated Shri Nirmal P. Bhogilal (Independent Director and Member of Nomination and Remuneration Committee of the Company) to attend the AGM on his behalf. Shri Nirmal P. Bhogilal remained present at the AGM to answer the queries of shareholders.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : **Rikenkumar Dalwadi**
Designation : **Company Secretary & Compliance Officer**

For Eimco Elecon (India) Limited



Rikenkumar Dalwadi
Company Secretary & Compliance Officer
Date : 11th October, 2019
Place : Vallabh Vidyanagar