

April 12, 2017

To,

The Manager (Listing), The BSE Ltd. Mumbai	The Manager (Listing), National Stock Exchange of India Ltd. Mumbai
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Dear Sir,

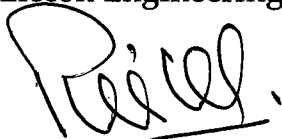
**Sub: Report on Corporate Governance for the quarter ended on March 31, 2017**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Report on Corporate Governance for the quarter ended on March 31, 2017.

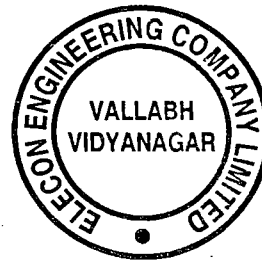
Please take the same on your record.

Thanking you.

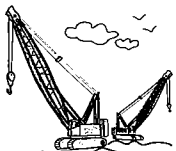
Yours faithfully,  
For Elecon Engineering Company Limited



**Parthiv Parikh**  
Company Secretary & Compliance Officer



Encl: a/a



Cranes



Rubber Industry



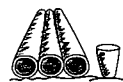
Marine Industry



Plastic Industry



Power Industry



Steel Industry



Sugar Industry



Mining



Cement Industry


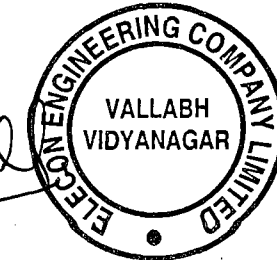
**Gearing industries. Gearing economies.**

Corporate Governance Report

1. Name of the Listed Entity : ELECON ENGINEERING COMPANY LIMITED
2. Quarter ended on 31<sup>st</sup> March, 2017

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term	Date of cessation	Tenure (in years)	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Prayasvin B. Patel	AFHPP3384G	00037394	Chairperson-Executive	04.08.2014	-	-	2	-	-
Mr.	Prashant C. Amin	ACJPA6312J	01056652	Executive	04.08.2014	-	-	2	-	1
Mr.	Pradip M. Patel	AGCPP2712L	00012138	Non-Executive	14.11.1977	-	-	3	5	-
Mr.	Chirayu R. Amin	ABMPA5729P	00242549	Independent	04.08.2014	-	18.75	4	3	-
Mr.	Jal R. Patel	ABTPP3714E	00065021	Independent	04.08.2014	-	5.00	5	2	5
Mr.	Jai S. Diwanji	AADPD0804G	00910410	Independent	04.08.2014	-	4.50	3	3	-
Mrs.	Sonal V. Ambani	AGYPA8932B	02404841	Independent	14.08.2015	-	2.00	3	2	-

**II. COMPOSITION OF COMMITTEES**

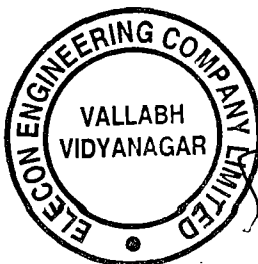
Sr. No.	Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1.	Audit Committee	Mr. Jal R. Patel	Chairperson - Independent
		Mr. Chirayu R. Amin	Member - Independent
		Mr. Jai S. Diwanji	Member - Independent
		Mr. Pradip M. Patel	Member - Non-Executive
2.	Nomination & Remuneration Committee	Mr. Jai S. Diwanji	Chairperson - Independent
		Mr. Chirayu R. Amin	Member - Independent
		Mr. Pradip M. Patel	Member - Non-Executive
3.	Stakeholders Relationship Committee	Mr. Jal R. Patel	Chairperson - Independent
		Mr. Chirayu R. Amin	Member - Independent
		Mr. Pradip M. Patel	Member - Non-Executive
4.	Corporate Social Responsibility Committee	Mrs. Sonal V. Ambani	Chairperson - Independent
		Mr. Prayasvin B. Patel	Member - Executive
		Mr. Prashant C. Amin	Member - Executive

**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	Maximum gap between any two consecutive meetings in number of days
10.11.2016	08.02.2017	89

**IV. MEETING OF COMMITTEES**

Type of Committee	Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	08.02.2017	Yes	10.11.2016	89
Nomination & Remuneration Committee	08.02.2017	Yes	10.11.2016	89
Stakeholders Relationship Committee	08.02.2017	Yes	10.11.2016	89



## V. RELATED PARTY TRANSACTIONS

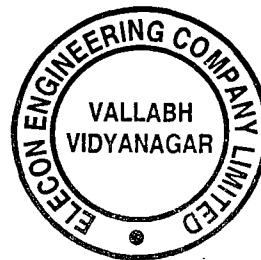
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee	Yes

## 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) Regulation, 2015.
  - a. Audit Committee - *Yes*
  - b. Nomination & Remuneration Committee - *Yes*
  - c. Stakeholders Relationship Committee - *Yes*
  - d. Risk Management Committee - *N.A*
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligation 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 Obligation and Disclosure Requirements) Regulations, 2015. - *Yes*
5. The report submitted in the previous quarter was placed before Board of Directors. There is no comments/observation/advice of Board of Directors.

For Elecon Engineering Company Limited

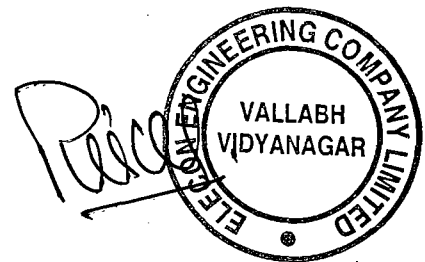
  
 Parthiv Parikh  
 Company Secretary & Compliance Officer



Date : 12<sup>th</sup> April, 2017  
 Place : Vallabh Vidyanagar

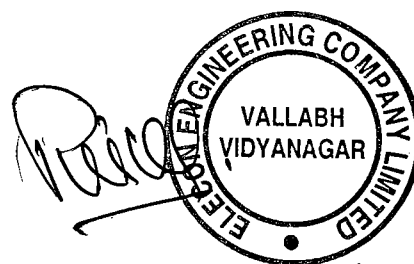
**Annexure II****Corporate Governance Report for the financial year end 31<sup>st</sup> March, 2017****I. Disclosure on website in terms of Listing Regulations:**

<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.



**II. Annual Affirmations:**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - N.A.

For Elecon Engineering Company Limited



Parthiv Parikh

Company Secretary and Compliance Officer

Date: 12<sup>th</sup> April, 2017

Place: Vallabh Vidyanagar

