

1st May, 2020

To,

The Manager (Listing), The BSE Ltd. Mumbai	The Manager (Listing), National Stock Exchange of India Ltd. Mumbai
Company's Scrip Code: 505700	Company's Scrip Code: ELECON

Sub : Report on Corporate Governance for the quarter & year ended March 31, 2020

Ref : Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the subject referred regulations, we hereby submit the Report on Corporate Governance for the quarter & year ended on March 31, 2020.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,
For Elecon Engineering Company Limited,

SD/-
Bharti Isarani
Company Secretary & Compliance Officer
blisarani@elecon.com



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 31st March, 2020

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

I. COMPOSITION OF BOARD OF DIRECTORS

Title	Name of the Director	PAN	DIN	Category	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of Passing of Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of member-ships 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 related to Promoter-Executive-CEO & MD	03.04.1958	N.A	-	01.07.2011	01.07.2017	-	36	2	-	-	-
Mr.	Prashant C. Amin	ACJPA6312J	01056652	Executive	09.08.1956	N.A	-	29.07.2008	01.06.2017	-	36	2	-	-	1
Mr.	Pradip M. Patel	AGCPP2712L	00012138	Non-Executive	05.11.1947	N.A	-	14.11.1977	14.11.1977	-	-	2	-	4	-
Mr.	Chirayu R. Amin	ABMPA5729P	00242549	Independent	04.12.1946	YES	30-03-2019	29.06.1998	01.04.2019	-	60	4	1	1	-
Mr.	Jal R. Patel	ABTPP3714E	00065021	Independent	17.09.1937	YES	26-09-2018	12.05.2012	01.04.2019	-	36	4	4	3	4
Mr.	Jai S. Diwanji	AADPD0804G	00910410	Independent	04.02.1973	N.A	-	01.11.2012	01.04.2019	-	60	3	3	4	-
Mrs.	Sonal V. Ambani	AGYPA8932B	02404841	Independent	19.04.1959	N.A	-	14.08.2015	14.08.2015	-	60	2	2	3	-

II. COMPOSITION OF COMMITTEES
(i) Audit Committee :

Whether the Audit Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00065021	Mr. Jal R. Patel	Non-Executive - Independent Director	Chairperson	12-05-2012	-
2	00910410	Mr. Jai S. Diwanji	Non-Executive - Independent Director	Member	26-07-2016	-
3	00012138	Mr. Pradip M. Patel	Non-Executive - Non Independent Director	Member	30-01-2001	-
4	02404841	Dr. Sonal V. Ambani	Non-Executive - Independent Director	Member	19-05-2017	-

(ii) Nomination & Remuneration Committee :

Whether the Nomination & Remuneration Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00910410	Mr. Jai S. Diwanji	Non-Executive - Independent Director	Chairperson	26-07-2016	-
2	00012138	Mr. Pradip M. Patel	Non-Executive - Non Independent Director	Member	28-05-2001	-
3	02404841	Dr. Sonal V. Ambani	Non-Executive - Independent Director	Member	19-05-2017	-
4	00065021	Mr. Jal R. Patel	Non-Executive - Independent Director	Member	19-05-2017	-

(iii) Stakeholders Relationship Committee :

Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00065021	Mr. Jal R. Patel	Non-Executive - Independent Director	Chairperson	26-07-2016	-
2	00012138	Mr. Pradip M. Patel	Non-Executive - Non Independent Director	Member	28-05-2001	-
3	00910410	Mr. Jai S. Diwanji	Non-Executive - Independent Director	Member	19-05-2017	-

(iv) Corporate Social Responsibility Committee :

Whether the Corporate Social Responsibility Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02404841	Dr. Sonal V. Ambani	Non-Executive - Independent Director	Chairperson	26-07-2016	-
2	00037394	Mr. Prayasvin B. Patel	Executive Director	Member	11-11-2013	-
3	01056652	Mr. Prashant C. Amin	Executive Director	Member	11-11-2013	-

(v) Other Committee:

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	00037394	Mr. Prayasvin B. Patel	Management Committee	Executive Director	Chairperson
2	01056652	Mr. Prashant C. Amin	Management Committee	Executive Director	Member
3	00065021	Mr. Jal R. Patel	Management Committee	Non-Executive - Independent Director	Member
4	00910410	Mr. Jai S. Diwanji	Management Committee	Non-Executive - Independent Director	Member

III. MEETING OF BOARD OF DIRECTORS

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 meetings in number of days	Whether requirement of Quorum met	No. of Directors Present (Current Quarter only)	No. of Independent Directors attending the meeting (Current Quarter only)
22.10.2019	31.01.2020	100	Yes	6	3
	27.02.2020	26	Yes	6	3

IV. MEETING OF COMMITTEES

Name of Committee	Date(s) of Meeting of the Committee in the relevant quarter	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum met	No. of Directors Present (Current Quarter only)	No. of Independent Directors attending the meeting (Current Quarter only)
Audit Committee	31.01.2020	22.10.2019	100	Yes	3	2
Audit Committee	27.02.2020	22.10.2019	26	Yes	4	3
Stakeholders Relationship Committee	31.01.2020	22.10.2019	100	Yes	3	2
Nomination & Remuneration Committee	27.02.2020	-	-	Yes	4	3

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) Regulations, 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, roles 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 Obligations 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,

Sd/-
Bharti Isarani
Company Secretary & Compliance Officer

Date : 1st May, 2020
Place : Vallabh Vidyanagar

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) as on 31st March, 2020:

I. Disclosure on website in terms of Listing Regulations:

Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
Details of business	Yes	www.elecon.com
Terms and conditions of appointment of independent directors	Yes	www.elecon.com
Composition of various committees of board of directors	Yes	www.elecon.com
Code of conduct of board of directors and senior management personnel	Yes	www.elecon.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.elecon.com
Criteria of making payments to non-executive directors	Yes	www.elecon.com
Policy on dealing with related party transactions	Yes	www.elecon.com
Policy for determining 'material' subsidiaries	Yes	www.elecon.com
Details of familiarization programmes imparted to independent directors	Yes	www.elecon.com
Email address for grievance redressal and other relevant details	Yes	www.elecon.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.elecon.com
Financial results	Yes	www.elecon.com
Shareholding pattern	Yes	www.elecon.com
Details of agreements entered into with the media companies and/or their associates	N.A	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	
New name and the old name of the listed entity	N.A	
Advertisements as per regulation 47 (1)	Yes	www.elecon.com

Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.elecon.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.elecon.com
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.elecon.com
Materiality Policy as per Regulation 30	Yes	www.elecon.com
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	
It is certified that these contents on the website of the listed entity are correct.	Yes	www.elecon.com

II. Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes

Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A
Meeting of Risk Management Committee	21(3A)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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

III. Affirmations:

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

For Elecon Engineering Company Limited,

Sd/-

Bharti Isarani

Company Secretary & Compliance Officer