

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
Quarter ended **31-Dec-22**
BSE Scrip Code: **500150** NSE Symbol: **FOSECOIND** ISIN: **INE519A01011**

Market Capitalisation as per immediate previous financial year

Top 1000 listed entities

I. Composition of Board of Directors

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

Yes
No

Title	Name of Director	PAN	Director Identification	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Disqualification of Directors under section 164 of the Companies Act, 2013				
						Whether the director is disqualified?	Start date of disqualification	End date of disqualification	Details of disqualification	Current Status
Mr.	Ravi Moti Kirpalani	AHGP5205L	02613688	Non-Executive / Independent / Chairperson	11/11/1958	No	NA	NA	NA	---
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Non-Independent	15/11/1969	No	NA	NA	NA	---
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19/01/1964	No	NA	NA	NA	---
Ms.	Karena Cancellori *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13/02/1967	No	NA	NA	NA	---
Mr.	Prasad Chavare	ADAPC9963H	08846863	Executive / Managing Director	20/06/1975	No	NA	NA	NA	---
Mr.	Amitabha Mukhopadhyay	ADBPM6491R	01806781	Non-Executive / Independent	17/08/1964	No	NA	NA	NA	---

Title	Name of Director	Whether special resolution is passed? (Refer Regulation 17A of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment as a Director	Date of Re-appointment	Date of cessation	Tenure of Directors in months	No. of Directorship in Listed entity including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in Listed entity including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Relationship Committee including this listed entity	No. of Post of Chairperson in Audit / Stakeholder Relationship Committee held in listed entities including this listed entity
Mr.	Ravi Moti Kirpalani	NA	---	26/10/2018	26/10/2018		50 months	2	2	3	1
Mr.	Guy Franklin Young *	NA	---	25/01/2019	11/05/2022			1	0	1	0
Ms.	Anita Belani	NA	---	21/06/2019	21/06/2019		42 months	3	3	4	0
Ms.	Karena Cancellori *	NA	---	31/10/2019	21/06/2021			1	0	0	0
Mr.	Prasad Chavare	NA	---	06/05/2021	06/05/2021			1	0	1	0
Mr.	Amitabha Mukhopadhyay	NA	---	27/07/2021	27/07/2021		17 months	3	2	4	2

* Foreign Director, PAN not obtained

II. Composition of Committees

Name of the Committees	Director Identification no.	Name of the Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation
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1 Whether the Audit Committee has a regular Chairperson			Yes		
Audit Committee	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	08334721	Guy Franklin Young	Non-Executive / Non-Independent	25/01/2019	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

2 Whether the Nomination and Remuneration Committee has a regular Chairperson			Yes		
Nomination & Remuneration Committee	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Chairperson / Non-Executive / Independent Appointed as Member since 21/06/2019 and Chairperson since 11/10/2021	21/06/2019	
	08598568	Karena Cancilleri	Non-Executive / Non-Independent	31/10/2019	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

II. Composition of Committees

Name of the Committees	Director Identification no.	Name of the Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation
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3 Whether the Risk Management Committee has a regular Chairperson			Yes		
Risk Management Committee	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	28/10/2021	
	08334721	Guy Franklin Young	Non-Executive / Non-Independent	28/10/2021	
	01532511	Anita Belani	Non-Executive / Independent	28/10/2021	
	08598568	Karena Cancilleri	Non-Executive / Non-Independent	28/10/2021	
	08846863	Prasad Chavare	Executive	28/10/2021	
	01806781	Amitabha Mukhopadhyay	Chairperson / Non-Executive / Independent	28/10/2021	

4 Whether the Stakeholders' Relationship Committee has a regular Chairperson			Yes		
Stakeholders' Relationship Committee	02613688	Ravi Moti Kirpalani	Chairperson / Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	
	08846863	Prasad Chavare	Executive	27/07/2021	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

Name of the Committees		Director Identification no.	Name of the Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation
5	Whether the Corporate Social Responsibility Committee has a regular Chairperson					Yes
	Corporate Social Responsibility Committee	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
		01532511	Anita Belani	Chairperson / Non-Executive / Independent	21/06/2019	
		08846863	Prasad Chavare	Executive	27/07/2021	
		01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

III. Meeting of the 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	Whether requirement of Quorum met (Yes/No)	Total Number of directors forming part of the Board as on date of the meeting (all directors including Independent director)	Total number of Directors forming part of the Board as on the date of the meeting and were present (All directors including Independent director)	No. of Independent Directors attending the meeting*
29/07/2022			Yes	6	5	3
	09/11/2022	102	Yes	6	5	3

IV. Meeting of Committees

Name of the Committee	Date(s) of Meeting (if any) in the previous quarter and in the current quarter (in chronological order)	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum met (Yes/No)	Total Number of directors forming part of the Committee as on date of the meeting (all directors including Independent director)	Total number of Directors forming part of the Committee as on the date of the meeting and were present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	29/07/2022		Yes	4	3	3	0
Audit Committee	09/11/2022	102	Yes	4	3	3	0
Stakeholders' Relationship Committee	29/07/2022		Yes	4	4	3	0
Stakeholders' Relationship Committee	09/11/2022	102	Yes	4	4	3	0
Risk Management Committee	12/05/2022		Yes	6	6	3	0
Risk Management Committee	09/11/2022	180	Yes	6	5	3	0

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	NA
Whether details of RPT entered into pursuant to omnibus approval has been reviewed by Audit Committee	Yes

VI. Affirmations

- 1 The composition of the 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.
Audit Committee Yes
Nomination & Remuneration Committee Yes
Stakeholders Relationship Committee Yes
Risk Management Committee Yes
- 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 specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -- Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observations / advice of the Board of Directors may be mentioned here: -- Yes

For Foseco India Limited

Mahendra Kumar Dutia

Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 19-01-2023



**Annexure II - Annual Disclosure
Annual Affirmation**

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Sr. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.fosecointia.com
2	Terms and conditions of appointment of independent directors	Yes		www.fosecointia.com
3	Composition of various committees of board of directors	Yes		www.fosecointia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.fosecointia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.fosecointia.com
6	Criteria of making payments to non-executive directors	Yes		www.fosecointia.com
7	Policy on dealing with related party transactions	Yes		www.fosecointia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.fosecointia.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.fosecointia.com
11	email address for grievance redressal and other relevant details	Yes		www.fosecointia.com
12	Financial results	Yes		www.fosecointia.com
13	Shareholding pattern	Yes		www.fosecointia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.fosecointia.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.fosecointia.com
21	Materiality Policy as per Regulation 30	Yes		www.fosecointia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.fosecointia.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.fosecointia.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s)		Yes	
Name	Mohit Mangal		
Designation	CFO		
Place	Pune		
Date	19-01-2023		