

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
 Quarter ended **30-Jun-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 no.	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Birth	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
A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P
Mr.	Ravi Moti Kirpalani	AHGPk5205L	02613688	Non-Executive / Independent / Chairperson	11/11/1958	NA	---	26/10/2018	26/10/2018		44 months	2	2	3	1
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Non-Independent	15/11/1969	NA	---	25/01/2019	11/05/2022			1	0	1	0
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19/01/1964	NA	---	21/06/2019	21/06/2019		36 months	3	3	3	0
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13/02/1967	NA	---	31/10/2019	21/06/2021			1	0	0	0
Mr.	Prasad Chavare	ADAPC9963H	08846863	Executive / Managing Director	20/06/1975	NA	---	06/05/2021	06/05/2021			1	0	1	0
Mr.	Amitabha Mukhopadhyay	ADBPM6491R	01806781	Non-Executive / Independent	17/08/1964	NA	---	27/07/2021	27/07/2021		11 months	3	2	4	2

Note: The number of post of Chairpersonship shown under Column P above, are included in the number of Membership shown under Column O.

* 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

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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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	

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	

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
10/02/2022			Yes	6	3
	12/05/2022	90	Yes	6	3

IV. Meeting of Committees

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee					
10/02/2022			Yes	4	3
	12/05/2022	90	Yes	4	3

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
Stakeholders' Relationship Committee					
10/02/2022			Yes	4	3
	12/05/2022	90	Yes	4	3

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
Nomination & Remuneration Committee					
10/02/2022			Yes	4	3

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
Corporate Social Responsibility Committee					
10/02/2022			Yes	4	3

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
Risk Management Committee					
20/12/2021		52	Yes	7	3
	12/05/2022	142	Yes	6	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	NA
Whether details of RPT entered into pursuant to omnibus approval has been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -- Yes
- 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
- 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
- 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
- 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 Fosco India Limited

Mahendra Kumar Dutia



Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 19-07-2022

ANNEXURE III

Compliance Report on Corporate Governance for the period of 6 months

(half-year) period ended 30 June 2022

Name of Listed Entity
6 months ended

FOSECO INDIA LIMITED
30-Jun-22

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders 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

For Foseco India Limited

Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 19-07-2022

