

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
Quarter ended **31-Dec-21**
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.	Ajit Shah	AAJPS8536J	02396765	Non-Executive / Independent	11/10/1946	Yes	26/04/2019	17/10/2013	26/04/2019	11/10/2021	78 months	3	3	5	4
Mr.	Ravi Moti Kirpalani	AHGP5205L	02613688	Non-Executive / Independent / Chairperson	11/11/1958	NA	---	26/10/2018	26/10/2018		38 months	1	1	2	1
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Independent	15/11/1969	NA	---	25/01/2019	10/09/2020			1	0	1	0
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19/01/1964	NA	---	21/06/2019	21/06/2019		30 months	3	3	3	0
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Independent	13/02/1967	NA	---	31/10/2019	21/06/2021			1	0	0	0
Mr.	Ujjal Bhattacharjee	AEZPB5977N	08083932	Executive	11/09/1974	NA	---	01/01/2021	01/01/2021	31/12/2021		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		5 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
1 Whether the Audit Committee has a regular Chairperson Yes					
Audit Committee	02396765	Ajit Shah	Chairperson / Non-Executive / Independent	17/10/2013	11/10/2021
	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	02396765	Ajit Shah	Chairperson / Non-Executive / Independent	17/10/2013	11/10/2021
	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	02396765	Ajit Shah	Non-Executive / Independent	17/10/2013	11/10/2021
	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	02396765	Ajit Shah	Non-Executive / Independent	21/07/2014	11/10/2021
	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*
27/07/2021			Yes	6	3
	28/10/2021	92	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					
27/07/2021			Yes	3	3
	28/10/2021	92	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	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 Foseco India Limited

Mahendra Kumar Dutia

Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 17-01-2022



Annexure – II
Annual Affirmations

Name of the Company: Foseco India Limited

Compliance Report on Corporate Governance at the end of the financial year 31st December 2021

Sr	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 and 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

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.

Not applicable to the Company.

For FOSECO INDIA LIMITED

Sd/-
Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 17-01-2022