

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
 Quarter ended **31-Dec-20**
 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.	Sanjay Mathur	AIDPM2777P	00029858	Executive / Managing Director	05/11/1964	NA	---	01/04/2007	01/04/2019	31/12/2020		1	0	1	0
Mr.	Ajit Shah	AAJPS8536J	02396765	Non-Executive / Independent	11/10/1946	NA	---	17/10/2013	26/04/2019		69 months	3	3	5	4
Mr.	Ravi Moti Kirpalani	AHGPK5205L	02613688	Non-Executive / Independent / Chairperson	11/11/1958	NA	---	26/10/2018	26/10/2018		26 months	1	1	2	1
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Non-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		18 months	2	2	2	0
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13/02/1967	NA	---	31/10/2019	31/10/2019			1	0	0	0

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	02396765	Ajit Shah	Chairperson / Non-Executive / Independent	17/10/2013	
	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	

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	
	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	
	08598568	Karena Cancilleri	Non-Executive / Non-Independent	31/10/2019	

3 Risk Management Committee Not Applicable

4 Whether the Stakeholders' Relationship Committee has a regular Chairperson Yes

Stakeholders' Relationship Committee	00029858	Sanjay Mathur	Executive	26/04/2007	31/12/2020
	02396765	Ajit Shah	Non-Executive / Independent	17/10/2013	
	02613688	Ravi Moti Kirpalani	Chairperson / Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	

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	
	00029858	Sanjay Mathur	Executive	21/07/2014	31/12/2020
	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Chairperson / Non-Executive / Independent	21/06/2019	

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*
23/07/2020			Yes	6	3
	22/10/2020	90	Yes	5	3
	28/12/2020	66	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					
23/07/2020			Yes	4	3
	22/10/2020	90	Yes	4	3
	28/12/2020	66	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

- 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	Not Applicable
- 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 Fosco India Limited

Mahendra Kumar Dutia



Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 15-01-2021

Annexure – II

Name of the Company: Foseco India Limited

Compliance Report on Corporate Governance at the end of the financial year 31 December 2020

I. Disclosure on website in terms of the Listing Regulations		
S. No.	Item	Compliance Status (Yes/No/NA)
1	<i>Details of business</i>	Yes
2	<i>Terms and conditions of appointment of independent directors</i>	Yes
3	<i>Composition of various committees of board of directors</i>	Yes
4	<i>Code of conduct of board of directors and senior management personnel</i>	Yes
5	<i>Details of establishment of vigil mechanism/ Whistle Blower policy</i>	Yes
6	<i>Criteria of making payments to non-executive directors</i>	Yes
7	<i>Policy on dealing with related party transactions</i>	Yes
8	<i>Policy for determining 'material' subsidiaries</i>	NA
9	<i>Details of familiarization programmes imparted to independent directors</i>	Yes
10	<i>Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances</i>	Yes
11	<i>Email address for grievance redressal and other relevant details</i>	Yes
12	<i>Financial results</i>	Yes
13	<i>Shareholding pattern</i>	Yes
14	<i>Details of agreements entered into with the media companies and/or their associates</i>	NA
15	<i>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</i>	NA
16	<i>New name and the old name of the listed entity</i>	NA
17	<i>Advertisements as per Regulation 47(1)</i>	Yes
18	<i>Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained</i>	NA
19	<i>Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year</i>	NA
	As per other Regulations of the LODR:	
20	<i>Whether Company has provided information under separate section on its website as per Regulation 46(2)</i>	Yes
21	<i>Materiality Policy as per Regulation 30</i>	Yes
22	<i>Dividend Distribution Policy as per Regulation 43A (as applicable)</i>	NA
23	<i>It is certified that these contents on the website of the listed entity are correct</i>	Yes

II. Annual Affirmations			
	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
3	<i>Meeting of Board of directors</i>	17(2)	Yes
4	<i>Quorum of Board Meeting</i>	17(2A)	Yes
5	<i>Review of Compliance Reports</i>	17(3)	Yes
6	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
7	<i>Code of Conduct</i>	17(5)	Yes
8	<i>Fees/compensation</i>	17(6)	Yes
9	<i>Minimum Information</i>	17(7)	Yes
10	<i>Compliance Certificate</i>	17(8)	Yes
11	<i>Risk Assessment & Management</i>	17(9)	Yes
12	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
13	<i>Recommendation of Board</i>	17(11)	Yes
14	<i>Maximum Number of Directorships</i>	17A	Yes
15	<i>Composition of Audit Committee</i>	18(1)	Yes
16	<i>Meeting of Audit Committee</i>	18(2)	Yes
17	<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
18	<i>Quorum of Nomination & Remuneration Committee Meeting</i>	19(2A)	Yes
19	<i>Meeting of Nomination and Remuneration Committee</i>	19(3A)	Yes
20	<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) & 20(2A)	Yes
21	<i>Meeting of Stakeholders Relationship Committee</i>	20(3A)	Yes
22	<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
23	<i>Meeting of Risk Management Committee</i>	21(3A)	NA
24	<i>Vigil Mechanism</i>	22	Yes
25	<i>Policy for related party transaction</i>	23(1),(1A),(5),(6),(7)&(8)	Yes
26	<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
27	<i>Approval for material related party transactions</i>	23(4)	NA
28	<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
29	<i>Composition of Board of Directors of unlisted material subsidiary</i>	24(1)	NA
30	<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	NA
31	<i>Annual Secretarial Compliance Report</i>	24(A)	Yes

	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
32	<i>Alternate Director to Independent Director</i>	25(1)	NA
33	<i>Maximum Tenure</i>	25(2)	Yes
34	<i>Meeting of Independent Directors</i>	25(3) & (4)	Yes
35	<i>Familiarization of Independent Directors</i>	25(7)	Yes
36	<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
37	<i>D & O Insurance for Independent Directors</i>	25(10)	NA
38	<i>Memberships in Committees</i>	26(1)	Yes
39	<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
40	<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
41	<i>Policy with respect to Obligations of directors and senior management</i>	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



Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 15-01-2021