

# Compliance Report on Corporate Governance

Name of Listed Entity                      FOSECO INDIA LIMITED  
Quarter ended                                31-Dec-24  
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	AHGPK5205L	02613688	Non-Executive / Independent / Chairperson	11-11-1958	No	NA	NA	NA	---
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19-01-1964	No	NA	NA	NA	---
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13-02-1967	No	NA	NA	NA	---
Mr.	Prasad Madhukar 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	---
Mr.	Mark Russell Collis *	ZZZZZ9999Z	10054384	Non-Executive / Non-Independent	03-01-1972	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	24-05-2023		74 months	2	2	4	1
Ms.	Anita Belani	NA	---	21-06-2019	11-06-2024		66 months	2	2	5	0
Ms.	Karena Cancilleri *	NA	---	31-10-2019	24-05-2023			1	0	0	0
Mr.	Prasad Madhukar Chavare	NA	---	06-05-2021	11-06-2024			1	0	1	0
Mr.	Amitabha Mukhopadhyay	NA	---	27-07-2021	27-07-2021		41 months	3	3	7	2
Mr.	Mark Russell Collis *	NA	---	27-02-2023	27-02-2023			1	0	1	0

\* 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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<b>1</b> Whether the Audit Committee has a regular Chairperson			<b>Yes</b>		
<b>Audit Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26-10-2018	
	01532511	Anita Belani	Non-Executive / Independent	21-06-2019	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11-10-2021	
	10054384	Mark Russell Collis	Non-Executive / Non-Independent	27-02-2023	

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

<b>3</b> Whether the Risk Management Committee has a regular Chairperson			<b>Yes</b>		
<b>Risk Management Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / 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 Madhukar Chavare	Executive	28-10-2021	
	01806781	Amitabha Mukhopadhyay	Chairperson / Non-Executive / Independent	28-10-2021	
	10054384	Mark Russell Collis	Non-Executive / Non-Independent	27-02-2023	

<b>4</b> Whether the Stakeholders' Relationship Committee has a regular Chairperson			<b>Yes</b>		
<b>Stakeholders' Relationship Committee</b>	02613688	Ravi Moti Kirpalani	Chairperson / Non-Executive / Independent	26-10-2018	
	01532511	Anita Belani	Non-Executive / Independent	21-06-2019	
	08846863	Prasad Madhukar 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
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5	Whether the Corporate Social Responsibility Committee has a regular Chairperson					Yes
	<b>Corporate Social Responsibility Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26-10-2018	
		01532511	Anita Belani	Chairperson / Non-Executive / Independent	21-06-2019	
		08846863	Prasad Madhukar 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*
25-07-2024			Yes	6	6	3
	13-11-2024	110	Yes	6	6	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	25-07-2024		Yes	4	4	3	0
Audit Committee	13-11-2024	110	Yes	4	4	3	0
Stakeholders' Relationship Committee	25-07-2024		Yes	4	4	3	0
Stakeholders' Relationship Committee	13-11-2024	110	Yes	4	4	3	0
Risk Management Committee	22-04-2024		Yes	6	6	3	0
Risk Management Committee	09-11-2024	200	Yes	6	4	3	0

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)
Corporate Social Responsibility Committee	23-02-2024		Yes	4	4	3	0
Nomination & Remuneration Committee	10-06-2024		Yes	4	4	3	0
Nomination & Remuneration Committee	13-11-2024	155	Yes	4	4	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

#### Details of Cyber Security Incident

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the Event	
Brief Details of the Event	

#### 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: 20/01/2025



**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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	NA
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
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.fosecoindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.fosecoindia.com
3	Composition of various committees of board of directors	Yes		www.fosecoindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.fosecoindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.fosecoindia.com
6	Criteria of making payments to non-executive directors	Yes		www.fosecoindia.com
7	Policy on dealing with related party transactions	Yes		www.fosecoindia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.fosecoindia.com
10	Email address for grievance redressal and other relevant details	Yes		www.fosecoindia.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.fosecoindia.com
12	Financial results	Yes		www.fosecoindia.com
13	Shareholding pattern	Yes		www.fosecoindia.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 submission to stock exchange	NA		
15	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.fosecoindia.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	Secretarial Compliance Report	Yes		www.fosecoindia.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.fosecoindia.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.fosecoindia.com
23	Disclosures under regulation 30(8)	Yes		www.fosecoindia.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.fosecoindia.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.fosecoindia.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.fosecoindia.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.fosecoindia.com
29	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
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) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Mohit Mangal		
Designation	CFO		
Place	Pune		
Date	20-01-2025		