Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
Quarter ended **31-Mar-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 **Yes**
Whether Chairperson is related to MD or CEO **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			1	0	1	0
Mr.	Ajit Shah	AAJPS8536J	02396765	Non-Executive / Independent	11-10-1946	NA	---	17-10-2013	26-04-2019		60 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		17 months	1	1	2	1
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Non-Independent	15-11-1969	NA	---	25-01-2019	25-01-2019			1	0	1	0
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19-01-1964	NA	---	21-06-2019	21-06-2019		9 months	2	2	2	0
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13-02-1967	NA	---	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
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
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	
			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	
			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*
31-10-2019			Yes	5	3
	29-01-2020	89	Yes	5	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					
31-10-2019			Yes	4	3
	29-01-2020	89	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 Foseco India Limited

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Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 15-05-2020