

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
 Quarter ended **31-Dec-19**
 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			1	0	1	0
Mr.	Ajit Shah	AAJPS8536J	02396765	Non-Executive / Independent	11-10-1946	NA	---	17-10-2013	26-04-2019		57 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		14 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		6 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
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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				
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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*
25-07-2019			Yes	5	3
	31-10-2019	97	Yes	5	3



(Signature)

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					
25-07-2019			Yes	3	3
	31-10-2019	97	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	Not Applicable
- 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: 15-01-2020



Annexure – II

Name of the Company: Foseco India Limited

Compliance Report on Corporate Governance at the end of the financial year 31 December 2019

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	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 & Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nomination & 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)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
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)	Yes
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) *	NA*



	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
32	Alternate Director to Independent Director	25(1)	NA
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)	NA
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

* Regulation 24(A) was not applicable for the previous year ended 31 December 2018, but became applicable to the Company for the first in the current year ended 31 December 2019.

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.

The Company does not have any subsidiary. Hence the above requirements are not applicable to the Company.

For FOSECO INDIA LIMITED


Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 15-01-2020

