

Compliance Report on Corporate Governance

Name of Listed Entity **FOSECO INDIA LIMITED**
Quarter ended **30-Jun-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

Yes

Title	Name of Director	PAN	Director Identification no.	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	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	F	G	H	I	J		K	L
Mr.	Sanjay Mathur	AIDPM2777P	00029858	Executive / Managing Director	05-11-1964	01-04-2007	01-04-2019			1	0	1	0
Mr.	Ajit Shah	AAJPS8536J	02396765	Non-Executive / Independent	11-10-1946	17-10-2013	26-04-2019		51 months	2	2	3	2
Mr.	Glenn Cowie *	ZZZZZ9999Z	07163534	Non-Executive / Non-Independent	28-04-1961	24-04-2015	26-04-2019			1	0	0	0
Mr.	Ravi Moti Kirpalani	AHGPK5205L	02613688	Non-Executive / Independent / Chairperson	11-11-1958	26-10-2018	26-10-2018		8 months	1	1	2	1
Mr.	Guy Franklin Young *	ZZZZZ9999Z	08334721	Non-Executive / Non-Independent	15-11-1969	25-01-2019	25-01-2019			1	0	1	0
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19-01-1964	21-06-2019	21-06-2019		0 months	2	2	2	0

Note: The number of post of Chairpersonship shown under Column L above, are included in the number of Membership shown under Column K.

* 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	

2



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	
	07163534	Glenn Cowie	Non-Executive / Non-Independent	24-04-2015	
	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26-10-2018	
	01532511	Anita Belani	Non-Executive / Independent	21-06-2019	

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
25-01-2019	26-04-2019	90	Yes	5	2
	21-06-2019	55	Yes	5	2



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					
25-01-2019	26-04-2019	90	Yes	3	2

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	Yes
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: 13-07-2019



ANNEXURE III

Compliance Report on Corporate Governance for the period of 6 months
(half-year) period ended 30 June 2019

Name of Listed Entity
6 months ended

FOSECO INDIA LIMITED
30-Jun-19

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes

Note 1 Business Responsibility Report is "Not applicable" to the Company, hence not displayed on the website.

For Foseco India Limited

M Dutia

Mahendra Kumar Dutia
Company Secretary / Compliance Officer
Dated: 13-07-2019

