



17 April 2019

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051

**Kind attention Mr. Hiren Shah, Senior Manager**

Dear Sir,

**Sub: Non-Compliance observed in Corporate Governance Report submitted under Regulation 27(2) of SEBI (LODR) Regulations, 2015 ("the Regulations")**

**Ref: Your letter no. NSE/LISTCOMP/4146 dated 15 April 2019**

This is with reference to the Corporate Governance Report ("CG Report") submitted by the Company with the Exchange for the quarter ended 31 March 2019.

It has been pointed out that the Composition of the Board of Directors does not comply with the provision of Regulation 17 of the Regulations, i.e., there is no woman director on the Board from 29 March 2019.

Please be informed that Mrs. Indira Parikh, a woman director on the Board of the Company had resigned on 28 March 2019. Additionally, she was an Independent Director of the Company.

Regulation 25(6) states that – *"An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later."*

In accordance therewith, the Company has time available to it, till the immediately next meeting of the Board of Directors or three months from 28 March 2019 onwards, whichever is later, to induct a woman director. In view of the same, the Company is compliant with the CG requirements laid down in the Regulations.

You are requested to take the above information on record and confirm our compliance with the Regulations.

Thanking you,

Yours faithfully,

**For FOSECO INDIA LIMITED**

**Mahendra Kumar Dutia**  
**Controller of Accounts & Company Secretary**

