

Name of the Company: Foseco India Limited

**Compliance Report on Corporate Governance at the end of the financial year
31 December 2018**

I. Disclosure on website in terms of the Listing Regulations	
Item	Compliance Status (Yes/No/NA)
<i>Details of business</i>	Yes
<i>Terms and conditions of appointment of independent directors</i>	Yes
<i>Composition of various committees of board of directors</i>	Yes
<i>Code of conduct of board of directors and senior management personnel</i>	Yes
<i>Details of establishment of vigil mechanism/ Whistle Blower policy</i>	Yes
<i>Criteria of making payments to non-executive directors</i>	Yes
<i>Policy on dealing with related party transactions</i>	Yes
<i>Policy for determining 'material' subsidiaries</i>	NA
<i>Details of familiarization programmes imparted to independent directors</i>	Yes
<i>Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances</i>	Yes
<i>Email address for grievance redressal and other relevant details</i>	Yes
<i>Financial results</i>	Yes
<i>Shareholding pattern</i>	Yes
<i>Details of agreements entered into with the media companies and/or their associates</i>	NA
<i>New name and the old name of the listed entity</i>	NA

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1), (2), (3), (4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes



(Signature)

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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

M Dutia
Mahendra Kumar Dutia
 Company Secretary / Compliance Officer
 Dated: 14-01-2019

