

## Compliance Report on Corporate Governance

Name of Listed Entity  
Quarter ended  
BSE Scrip Code: 500150

FOSECO INDIA LIMITED  
30-Jun-23  
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	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Disqualification of Directors under section 164 of the Companies Act, 2013				
						Whether the director is disqualified?	Start date of disqualification	End date of disqualification	Details of disqualification	Current Status
Mr.	Ravi Moti Kirpalani	AHGP5205L	02613688	Non-Executive / Independent / Chairperson	11/11/1958	No	NA	NA	NA	---
Ms.	Anita Belani	AAEPB3800H	01532511	Non-Executive / Independent	19/01/1964	No	NA	NA	NA	---
Ms.	Karena Cancilleri *	ZZZZZ9999Z	08598568	Non-Executive / Non-Independent	13/02/1967	No	NA	NA	NA	---
Mr.	Prasad Chavare	ADAPC9963H	08846863	Executive / Managing Director	20/06/1975	No	NA	NA	NA	---
Mr.	Amitabha Mukhopadhyay	ADBPM6491R	01806781	Non-Executive / Independent	17/08/1964	No	NA	NA	NA	---
Mr.	Mark Russell Collis	ZZZZZ9999Z	10054384	Non-Executive / Non-Independent	03/01/1972	No	NA	NA	NA	---

Title	Name of Director	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
Mr.	Ravi Moti Kirpalani	NA	---	26/10/2018	26/10/2018		56 months	2	2	3	1
Ms.	Anita Belani	NA	---	21/06/2019	21/06/2019		48 months	3	3	4	0
Ms.	Karena Cancilleri *	NA	---	31/10/2019	24/05/2023			1	0	0	0
Mr.	Prasad Chavare	NA	---	06/05/2021	06/05/2021			1	0	1	0
Mr.	Amitabha Mukhopadhyay	NA	---	27/07/2021	27/07/2021		23 months	3	2	4	2
Mr.	Mark Russell Collis	NA	---	27/02/2023	27/02/2023			1	0	1	0

\* 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	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	
	10054384	Mark Russell Collis	Non-Executive / Non-Independent	27/02/2023	

## 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
------------------------	-----------------------------	-------------------------------	-----------------------------------------------------------------------	---------------------	-------------------

<b>2</b> Whether the Nomination and Remuneration Committee has a regular Chairperson <b>Yes</b>					
<b>Nomination &amp; Remuneration Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Chairperson / Non-Executive / Independent <b>Appointed as Member since 21/06/2019 and Chairperson since 11/10/2021</b>	21/06/2019	
	08598568	Karena Cancilleri	Non-Executive / Non-Independent	31/10/2019	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

<b>3</b> Whether the Risk Management Committee has a regular Chairperson <b>Yes</b>					
<b>Risk Management Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	28/10/2021	
	01532511	Anita Belani	Non-Executive / Independent	28/10/2021	
	08598568	Karena Cancilleri	Non-Executive / Non-Independent	28/10/2021	
	08846863	Prasad Chavare	Executive	28/10/2021	
	01806781	Amitabha Mukhopadhyay	Chairperson / Non-Executive / Independent	28/10/2021	
	10054384	Mark Russell Collis	Non-Executive / Non-Independent	27/02/2023	

<b>4</b> Whether the Stakeholders' Relationship Committee has a regular Chairperson <b>Yes</b>					
<b>Stakeholders' Relationship Committee</b>	02613688	Ravi Moti Kirpalani	Chairperson / Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Non-Executive / Independent	21/06/2019	
	08846863	Prasad Chavare	Executive	27/07/2021	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

<b>5</b> Whether the Corporate Social Responsibility Committee has a regular Chairperson <b>Yes</b>					
<b>Corporate Social Responsibility Committee</b>	02613688	Ravi Moti Kirpalani	Non-Executive / Independent	26/10/2018	
	01532511	Anita Belani	Chairperson / Non-Executive / Independent	21/06/2019	
	08846863	Prasad Chavare	Executive	27/07/2021	
	01806781	Amitabha Mukhopadhyay	Non-Executive / Independent	11/10/2021	

## 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)	Total Number of directors forming part of the Board as on date of the meeting (all directors including Independent director)	Total number of Directors forming part of the Board as on the date of the meeting and were present (All directors including Independent director)	No. of Independent Directors attending the meeting*
27/02/2023			Yes	6	5	3
	03/05/2023	64	Yes	6	5	3

#### IV. Meeting of Committees

Name of the Committee	Date(s) of Meeting (if any) in the previous quarter and in the current quarter (in chronological order)	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum met (Yes/No)	Total Number of directors forming part of the Committee as on date of the meeting (all directors including Independent director)	Total number of Directors forming part of the Committee as on the date of the meeting and were present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	27/02/2023		Yes	4	3	3	0
Audit Committee	03/05/2023	64	Yes	4	3	3	0
Stakeholders' Relationship Committee	27/02/2023		Yes	4	4	3	0
Stakeholders' Relationship Committee	03/05/2023	64	Yes	4	4	3	0
Risk Management Committee	09/11/2022		Yes	6	5	3	0
Risk Management Committee	03/05/2023	174	Yes	6	5	3	0
Corporate Social Responsibility Committee	27/02/2023		Yes	4	4	3	0
Nomination & Remuneration Committee	27/02/2023		Yes	4	4	3	0

#### 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 Yes
- 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: 18/07/2023



### ANNEXURE III

**Compliance Report on Corporate Governance for the period of 6 months  
(half-year) period ended 30 June 2023**

Name of Listed Entity  
6 months ended

**FOSECO INDIA LIMITED**  
**30-Jun-23**

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

For Foseco India Limited



**Mahendra Kumar Dutia**  
**Company Secretary / Compliance Officer**  
**Dated: 18/07/2023**

