



February 27, 2020

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

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

Dear Sirs,

Sub: Secretarial Audit Report & Secretarial Compliance Report for the year ended 31st December 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we hereby submit the Secretarial Audit Report and the Secretarial Compliance Report for the year ended 31st December 2019, issued by a Practicing Company Secretary.

Please note that the Company follows the calendar year i.e., January to December, as the financial year.

You are requested to take the above submissions on record.

Yours faithfully,
For Foseco India Limited

Mahendra Kumar Dutia
Controller of Accounts and Company Secretary



Enclosing: as above

RAJESH KARUNAKARAN
COMPANY SECRETARY
C.P. NO. 6581, F.C.S NO. 7441

204 Pragati Towers „Opp Shivajinagar S.T. Stand ., Shivajinagar , Pune – 411 005
Tel.No. : 020- 3022 4146 -M- 9890320874

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Foseco India Limited
Gat No. 922 and 923 , Sanaswadi, Tal: Shirur , District Pune – 412208
Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Foseco India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st December 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st December 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable for the Audit Period:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) Other laws applicable specifically to the Company namely:

(i) Manufacture Storage and Import of Hazardous Chemical Rules 1989 as amended;

(ii) Environment Protection Act , 1986;

(iii) Public Liability Insurance Act ,1991 as amended;

(iv) Explosives Act 1889

(v) Legal Metrology Act , 2009 and the Packaged Commodities Rules 2011

(vi) Food Safety Standards Act , 2006 and Rules 2011 with allied Rules and Regulations

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above .

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors in respect of schedule of the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes. During the year under Audit no specific instances of dissent have been recorded in the Minutes .

I further report that based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by respective officials and taken on record by the Board of Directors at their meetings that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules ,regulations and guidelines.

I report further that there are no specific events /major decisions or activities undertaken in pursuance of the above laws, rules and regulations ,guidelines ,etc., during the financial year ended 31st December 2019 , having a major bearing on the Company affairs .

For RAJESH KARUNAKARAN & CO.,
COMPANY SECRETARIES



RAJESH KARUNAKARAN
COMPANY SECRETARY
FCS No. 7441/CP No. 6581

Pune , 29th January 2020

Note : This report is to be read with my letter of even date , which is appended below and forms an integral part thereof.

To,
The Members,
Foseco India Limited
Gat No. 922 and 923 , Sanaswadi, Tal: Shirur ,
District Pune – 412208
Maharashtra, India

My Secretarial Audit Report of even date is to be read along with this letter.

Management Responsibility

1.Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on audits.



Auditors Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the Secretarial records. The verification was done on test basis to ensure that facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
2. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis to the extent applicable to the Company.

Disclaimer

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For RAJESH KARUNAKARAN & CO.,
COMPANY SECRETARIES



RAJESH KARUNAKARAN
COMPANY SECRETARY
FCS No. 7441/CP No. 6581



Pune , 29th January 2020

UDIN : F007441B000120048.

**RAJESH KARUNAKARAN
COMPANY SECRETARY
C.P. NO. 6581, F.C.S NO. 7441**

**204 Pragati Towers ,OppShivajinagar S.T. Stand ., Shivajinagar , Pune –
411 005 Tel.No. : 020- 3022 4146 -M- 9890320874**

Secretarial compliance report of Foseco India Limited for the year ended 31st December 2019 – Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I Rajesh Karunakaran, Proprietor of Rajesh Karunakaran & Co., Company Secretaries , Pune has examined:p

- (a) all the documents and records made available to us and explanation provided by Foseco India Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st December 2019 ("Review Period") in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.



(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

(e) SEBI (Depositories and Participants) Regulations, 1996;

(f) SEBI (Depositories and Participants) Regulations, 2018

and based on the above examination, I hereby report that, during the Review Period i.e FY ended 31st December 2019:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

For RAJESH KARUNAKARAN & CO.,
COMPANY SECRETARIES



RAJESH KARUNAKARAN
COMPANY SECRETARY
FCS No. 7441/CP No. 6581



Pune , 29th January 2020

UDIN : F007441B000120169.