

**Quarterly Compliance Report on Corporate Governance**

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**I. Composition of Board of Directors**

Name of the Entity: FINE ORGANIC INDUSTRIES LIMITED

Quarter Ending: 31st December, 2019

Sr. No.	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Prakash Damodar Kamat	00107015	Executive Director	Chairperson related to Promoter		20-10-1944	NA	NA	24-05-2002	06-11-2017			1	0	0	0
2	Mr	Mukesh Maganlal Shah	00106799	Executive Director	Not Applicable	MD	14-09-1955	NA	NA	24-05-2002	06-11-2017			1	0	1	0
3	Mr	Jayen Ramesh Shah	00106919	Executive Director	Not Applicable	CEO	06-08-1963	NA	NA	24-05-2002	06-11-2017			1	0	2	0
4	Mr	Tushar Ramesh Shah	00107144	Executive Director	Not Applicable		18-03-1968	NA	NA	24-05-2002	06-11-2017			1	0	2	0
5	Mr	Bimal Mukesh Shah	03424880	Executive Director	Not Applicable		17-01-1981	NA	NA	01-04-2011	06-11-2017			1	0	0	0
6	Mr	Prakash Krishnaji Apte	00196106	Non-Executive - Independent Director	Not Applicable		06-05-1954	NA	NA	13-11-2017	13-11-2017		25	2	2	6	0
7	Mr	Kaushik Dwarkadas Shah	00124756	Non-Executive - Independent Director	Not Applicable		01-11-1950	NA	NA	24-01-2018	24-01-2018		23	1	1	2	0
8	Mr	Mahesh Pansukhlal Sarda	00023776	Non-Executive - Independent Director	Not Applicable		18-07-1950	NA	NA	13-11-2017	13-11-2017		25	1	1	2	1
9	Mr	Parthasarathi Thiruvengadam	00016375	Non-Executive - Independent Director	Not Applicable		28-12-1951	NA	NA	13-11-2017	13-11-2017		25	2	2	3	0
10	Mrs	Pratima Umarji	05294496	Non-Executive - Independent Director	Not Applicable		02-10-1944	Yes	30-07-2019	13-11-2017	13-11-2017		25	1	1	1	1

## II. Composition of Committees

### Audit Committee Details

Sr. No	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	Mahesh Pansukhlal Sarda	Non-Executive - Independent Director	Chairperson	21-11-2017	
2	Prakash Krishnaji Apte	Non-Executive - Independent Director	Member	21-11-2017	
3	Kaushik Dwarkadas Shah	Non-Executive - Independent Director	Member	29-01-2018	
4	Parthasarathi Thiruvengadam	Non-Executive - Independent Director	Member	21-11-2017	
5	Jayen Ramesh Shah	Executive Director	Member	21-11-2017	
6	Tushar Ramesh Shah	Executive Director	Member	21-11-2017	

### Nomination and remuneration committee

Sr. No	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	Parthasarathi Thiruvengadam	Non-Executive - Independent Director	Chairperson	21-11-2017	
2	Pratima Umarji	Non-Executive - Independent Director	Member	21-11-2017	
3	Mahesh Pansukhlal Sarda	Non-Executive - Independent Director	Member	21-11-2017	
4	Prakash Damodar Kamat	Executive Director	Member	21-11-2017	

### Stakeholders Relationship Committee

Sr. No	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	Pratima Umarji	Non-Executive - Independent Director	Chairperson	21-11-2017	
2	Prakash Krishnaji Apte	Non-Executive - Independent Director	Member	21-11-2017	
3	Kaushik Dwarkadas Shah	Non-Executive - Independent Director	Member	29-01-2018	
4	Mukesh Maganlal Shah	Executive Director	Member	21-11-2017	
5	Jayen Ramesh Shah	Executive Director	Member	21-11-2017	
6	Tushar Ramesh Shah	Executive Director	Member	21-11-2017	

### Risk Management Committee

Sr. No	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	Prakash Krishnaji Apte	Non-Executive - Independent Director	Chairperson	27-05-2019	
2	Parthasarathi Thiruvengadam	Non-Executive - Independent Director	Member	27-05-2019	
3	Jayen Ramesh Shah	Executive Director	Member	27-05-2019	
4	Nikhil Kamat	Member	Member	27-05-2019	
5	Sonali Bhadani	Member	Member	27-05-2019	

**III. Meeting of Board of Directors**

Sr. No	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-08-2019		Yes		
2	13-11-2019	91	Yes	10	5

**IV. Meeting of Committees**

Sr. No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-08-2019		Yes		
2	Audit Committee	13-11-2019	91	Yes	6	4
3	Stakeholders Relationship Committee	13-08-2019		Yes		
4	Stakeholders Relationship Committee	13-11-2019	91	Yes	6	3

\*Details pertaining to attendance of Directors and Independent Directors are for current quarter Meetings

**V. Related Party Transactions**

Sr. No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

Sr. No	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	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
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

For Fine Organic Industries Limited

Sd/-

\_\_\_\_\_  
**Pooja Lohor**  
**Company Secretary and Compliance Officer**  
Membership No.: A28397  
Date: January 14, 2020  
Place: Mumbai