

Name of the Entity: **FINE ORGANIC INDUSTRIES LIMITED**

Quarter Ending: **31st March, 2019**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including Fine Organic Industries Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including Fine Organic Industries Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Fine Organic Industries Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Prakash Damodar Kamat	00107015	Executive Director and Chairman	06.11.2017	--	1	--	--
Mr.	Mukesh Maganlal Shah	00106799	Managing Director	06.11.2017	--	1	1	--
Mr.	Jayen Ramesh Shah	00106919	Executive Director and Chief Executive Officer	06.11.2017	--	1	2	--

Mr.	Tushar Ramesh Shah	00107144	Executive Director and Chief Financial Officer	06.11.2017	--	1	2	--
Mr.	Bimal Mukesh Shah	03424880	Executive Director	06.11.2017	--	1	--	--
Mr.	Prakash Krishnaji Apte	00196106	Independent Director	13.11.2017	16	2	3	0
Mr.	Kaushik Dwarkadas Shah	00124756	Independent Director	24.01.2018	14	1	2	--
Mr.	Mahesh Pansukhlal Sarda	00023776	Independent Director	13.11.2017	16	1	1	1
Mr.	Parthasarathi Thiruvengadam	00016375	Independent Director	13.11.2017	16	2	2	--
Ms.	Pratima Umarji	05294496	Independent Director	13.11.2017	16	1	1	1

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees				
Name of Committee	Name of Committee Members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) ^{\$}	Appointment Date	Cessation Date
1.Audit Committee	Mr. Mahesh Pansukhlal Sarda	Chairperson of Audit Committee and Independent Director	21.11.2017	--
	Mr. Prakash Krishnaji Apte	Independent Director	21.11.2017	--
	Mr. Kaushik Dwarkadas Shah	Independent Director	29.01.2018	--
	Mr. Parthasarathi Thiruvengadam	Independent Director	21.11.2017	--
	Mr. Jayen Ramesh Shah	Executive Director	21.11.2017	--
	Mr. Tushar Ramesh Shah	Executive Director	21.11.2017	--
2.Nomination & Remuneration Committee	Mr. Parthasarathi Thiruvengadam	Chairperson of Nomination & Remuneration Committee and Independent Director	21.11.2017	--
	Ms. Pratima Umarji	Independent Director	21.11.2017	--
	Mr. Mahesh Pansukhlal Sarda	Independent Director	21.11.2017	--
	Mr. Prakash Damodar Kamat	Executive Director	21.11.2017	--
3.Stakeholders Relationship Committee	Ms. Pratima Umarji	Chairperson of Stakeholders Relationship Committee and Independent Director	21.11.2017	--
	Mr. Prakash Krishnaji Apte	Independent Director	21.11.2017	--
	Mr. Kaushik Dwarkadas Shah	Independent Director	29.01.2018	--
	Mr. Mukesh Maganlal Shah	Managing Director	21.11.2017	--
	Mr. Tushar Ramesh Shah	Executive Director	21.11.2017	--
	Mr. Jayen Ramesh Shah	Executive Director	21.11.2017	--
^{&} Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen				

III. Meetings of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant period</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
02-11-2018	08-02-2019	97	
--	25-03-2019	44	
IV. Meetings of Committees			
<i>Date(s) of meeting of the committee in the relevant period</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee			
08-02-2019	Yes	02-11-2018	97
25-03-2019	Yes	--	--
Nomination and remuneration committee			
25-03-2019	Yes	Date of previous meeting of the Nomination and Remuneration Committee is August 13, 2018.	--
Stakeholders Relationship Committee			
08-02-2019	Yes	Date of previous meeting of the Stakeholders Relationship Committee is August 13, 2018.	--
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note:			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. There are no material RPT requiring shareholder approval as on date.			
2. If status is "No" details of non-compliance may be given here.			

Annexure I. To be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations

Sr. No.	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	www.fineorganics.com
2	Terms and conditions of appointment of independent directors	Yes	www.fineorganics.com
3	Composition of various committees of board of directors	Yes	www.fineorganics.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.fineorganics.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.fineorganics.com
6	Criteria of making payments to non-executive directors	Yes	www.fineorganics.com
7	Policy on dealing with related party transactions	Yes	www.fineorganics.com
8	Policy for determining 'material' subsidiaries	Yes	www.fineorganics.com
9	Details of familiarization programmes imparted to independent directors	Yes	www.fineorganics.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.fineorganics.com
11	email address for grievance redressal and other relevant details	Yes	www.fineorganics.com
12	Financial results	Yes	www.fineorganics.com
13	Shareholding pattern	Yes	www.fineorganics.com
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	NA	

Annexure II Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	--
2	Board composition	17(1)	Yes	--
3	Meeting of Board of directors	17(2)	Yes	--
4	Review of Compliance Reports	17(3)	Yes	--
5	Plans for orderly succession for appointments	17(4)	Yes	--
6	Code of Conduct	17(5)	Yes	--
7	Fees/compensation	17(6)	Yes	--
8	Minimum Information	17(7)	Yes	--
9	Compliance Certificate	17(8)	Yes	--
10	Risk Assessment & Management	17(9)	Yes	--
11	Performance Evaluation of Independent Directors	17(10)	Yes	--
12	Composition of Audit Committee	18(1)	Yes	--
13	Meeting of Audit Committee	18(2)	Yes	--
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	--
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	--
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	--

17	Vigil Mechanism	22	Yes	--
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	--
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	--
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	--
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	--
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	--
24	Meeting of independent directors	25(3) & (4)	Yes	--
25	Familiarization of independent directors	25(7)	Yes	--
26	Memberships in Committees	26(1)	Yes	--
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	--
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	--
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	--

Annexure III Affirmations

Sr. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

VI. Affirmations:

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
 - a. Audit Committee **-Yes**
 - b. Nomination & remuneration committee **-Yes**
 - c. Stakeholders relationship committee **-Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **N. A.**
3. 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**
4. 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**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes.**

For Fine Organic Industries Limited

Sd/-

Pooja Gaonkar

Company Secretary and Compliance Officer

Membership No.: A28397

Date: 11th April, 2019

Place: Mumbai