

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

Quarter Ending: **31st March, 2022**

I. Composition of Board of Directors

Sr	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		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		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		24-05-2002	06-11-2017			1	0	2	0
4	Mr	Tushar Ramesh Shah	00107144	Executive Director	Not Applicable		18-03-1968	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		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		13-11-2017	13-11-2017		52	2	2	4	1
7	Mr	Kaushik Dwarkadas Shah	00124756	Non-Executive - Independent Director	Not Applicable		01-11-1950	NA		24-01-2018	24-01-2018		50	1	1	2	0
8	Mr	Mahesh Pansukhlal Sarda	00023776	Non-Executive - Independent Director	Not Applicable		18-07-1950	NA		13-11-2017	13-11-2017		52	1	1	2	1
9	Mr	Thiruvengadam Parthasarathi	00016375	Non-Executive - Independent Director	Not Applicable		28-12-1951	NA		13-11-2017	13-11-2017		52	3	2	4	1
10	Mrs	Pratima Umarji	05294496	Non-Executive - Independent Director	Not Applicable		02-10-1944	Yes	30-07-2019	13-11-2017	13-11-2017		52	1	1	1	1

II. Composition of Committees

Audit Committee

Sr	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	Thiruvengadam Parthasarathi	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	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	Thiruvengadam Parthasarathi	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	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	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	Thiruvengadam Parthasarathi	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	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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2021		Yes	9	5
2	11-02-2022	90	Yes	8	5

IV. Meeting of Committees

Sr	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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2021		Yes	6	4
2	Audit Committee	12-11-2021	0	Yes	6	4
3	Audit Committee	11-02-2022	90	Yes	6	4
4	Stakeholders Relationship Committee	11-11-2021		Yes	5	3
5	Stakeholders Relationship Committee	11-02-2022		Yes	5	3
6	Risk Management Committee	24-01-2022		Yes	3	2
7	Nomination and Remuneration Committee	30-03-2022		Yes	3	3

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

V. Related Party Transactions

Sr	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	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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	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

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.fineorganics.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.fineorganics.com
18	Credit rating or revision in credit rating obtained	Yes		www.fineorganics.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.fineorganics.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.fineorganics.com
21	Materiality Policy as per Regulation 30	Yes		www.fineorganics.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.fineorganics.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.fineorganics.com

Annexure II

II. Annual Affirmations

Sr	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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

III. Affirmations

Sr	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

Additional Half yearly Disclosure

Applicability of Disclosure	Not Applicable
Reasons for Non-applicability	

I. Disclosure of Loans/Guarantees/comfort letters/securities etc. refer note below

(A) Any Loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate Amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate Amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) Additional Information

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them in the economic interest of the company.		
Name		
Designation		
Place		
Date		

For Fine Organic Industries Limited

Sd/- _____

Pooja Lohor

Company Secretary and Compliance Officer

Membership No.: A28397

Date: April 20, 2022

Place: Mumbai