

Corporate Governance

COSMO FERRITES LTD.	
Scrip Code :523100	Quarter Ending: March 31, 2024

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Reappointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	AMBRISH JAIPURIA	Executive Director	29-01-2004	01-04-2020	-	-	1	0	0
Mr	RAJESH KUMAR GUPTA	Non-Executive - Independent Director	19-11-2019		-	53.00	1	1	1
Ms	PANKAJ PODDAR	Non-Executive - Non Independent Director	12-05-2022		-		1	2	0
Mr	NEERAJ KUMAR SHARMA	Non-Executive - Independent Director	12-05-2022		-	23.00	1	1	0
Mr	HIMALYANI GUPTA	Non-Executive - Independent Director	12-05-2022		-	23.00	2	3	1
Mr	ANSHUMAN SOOD	Non-Executive - Independent Director	14-08-2023		-	7.00	1	1	0

Composition of Committee

Audit Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
RAJESH KUMAR GUPTA	Non-Executive - Independent Director	19-11-2019	-
PANKAJ PODDAR	Non-Executive - Non-Independent Director	12-05-2022	-
NEERAJ KUMAR SHARMA	Non-Executive - Independent Director	12-05-2022	-
HIMALYANI GUPTA	Non-Executive - Independent Director	24-05-2023	-

Nomination & Remuneration Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
NEERAJ KUMAR SHARMA	Non-Executive - Independent Director	24-05-2023	-
AMBRISH JAIPURIA	Executive Director	04-11-2014	-
RAJESH KUMAR GUPTA	Non-Executive - Independent Director	26-10-2021	-
HIMALYANI GUPTA	Non-Executive - Independent Director	12-05-2022	-

Stakeholders Relationship Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
HIMALYANI GUPTA	Non-Executive - Independent Director	12-05-2022	-
PANKAJ PODDAR	Non-Executive - Non-Independent Director	12-05-2022	-
ANSHUMAN SOOD	Non-Executive - Independent Director	14-08-2023	-

Meeting of 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 (in number of days)
27-10-2023	-	0
23-11-2023	-	26
-	19-01-2024	56
-	07-02-2024	18

Meeting of Committees

Name of Committee	Date(s) of meeting (if any) in the Previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive (in number of days)
Audit Committee	27-10-2023		Yes	0
Audit Committee	23-11-2023		Yes	26
Audit Committee		07-02-2024	Yes	75
Nomination and remuneration committee	27-10-2023		Yes	0
Nomination and remuneration committee	23-11-2023		Yes	26
Nomination and remuneration committee		19-01-2024	Yes	56
Stakeholders Relationship Committee	27-10-2023		Yes.	0
Stakeholders Relationship Committee		07-02-2024	Yes	102De

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Affirmations

<u>Details of Cyber Security Incidence</u>			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the event	-	Brief details of the event	-

Affirmations

Subject	Compliance status (Yes/No)
The composition of 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 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee	NA
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 as 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 Board of Directors.	Yes

WEBSITE AFFIRMATIONS

Item	Compliance status (Yes/No/NA)	Details of Non-Compliance
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Email address for grievance redressal and other relevant details	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
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	NA	
Audio or video recordings and transcripts of post earnings/quarterly calls	NA	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
Secretarial Compliance Report	Yes	
Materiality Policy as per Regulation 30 (4)	Yes	
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	

Disclosures under regulation 30(8)	Yes	
Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
Dividend Distribution policy as per Regulation 43A(1)	NA	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	

ANNUAL AFFIRMATIONS

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	-
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	-
Meeting of Board of directors	17(2)	Yes	-
Quorum of Board meeting	17(2A)	Yes	-
Review of Compliance Reports	17(3)	Yes	-
Plans for orderly succession for appointments	17(4)	Yes	-
Code of Conduct	17(5)	Yes	-
Fees/compensation	17(6)	Yes	-
Minimum Information	17(7)	Yes	-
Compliance Certificate	17(8)	Yes	-
Risk Assessment & Management	17(9)	Yes	-
Performance Evaluation of Independent Directors	17(10)	Yes	-
Recommendation of Board	17(11)	Yes	-
Maximum number of Directorships	17A	Yes	-
Composition of Audit Committee	18(1)	Yes	-

Meeting of Audit Committee	18(2)	Yes	-
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-
Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
Role of Nomination and Remuneration Committee	19(4)	Yes	-
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
Role of Stakeholders Relationship Committee	20(4)	Yes	-
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
Meeting of Risk Management Committee	21(3A)	NA	-
Quorum of Risk Management Committee meeting	21(3B)	NA	-
Gap between the meetings of the Risk Management Committee	21(3C)	NA	-
Vigil Mechanism	22	Yes	-
Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	-
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
Approval for material related party transactions	23(4)	NA	-
Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	-
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
Alternate Director to Independent Director	25(1)	NA	-
Maximum Tenure	25(2)	Yes	-
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	-
Meeting of independent directors	25(3) & (4)	Yes	-
Familiarization of independent directors	25(7)	Yes	-
Declaration from Independent Director	25(8) & (9)	Yes	-
Directors and Officers insurance	25(10)	NA	-

Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	-
Memberships in Committees	26(1)	Yes	-
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	-
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	-
Vacancies in respect Key Managerial Personnel	26A (1) & 26A (2)	YES	-

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	NA

Additional Half-Yearly Disclosure

Applicability of Disclosure: Applicable

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	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(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 other 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	0	00	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information

Affirmations	Compliance Status
<p>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 are in the economic interest of the company.</p> <p>Name: Sanjay Gupta Designation: CFO</p>	Yes

Signatory Details

Name of Signatory	EKTA VERMA
Designation of person	Company Secretary and Compliance Officer