

CORPORATE GOVERNANCE

COSMO FIRST LTD.	
Scrip Code :508814	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	ASHOK JAIPURIA	Executive Director, Chairperson, MD	10-10-1976	02-04-2019	-	-	2	0	0
Mr	ANIL KUMAR JAIN	Executive Director,	24-05-2011	15-05-2019	-	-	1	2	1
Ms	ALPANA PARIDA	Non-Executive - Independent Director	14-02-2014	15-05-2019	-	59.00	3	6	2
Mr	H.K. AGRAWAL	Non-Executive - Independent Director	13-01-2000	25-07-2019	-	117.00	1	1	0
Mr	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	22-05-2015	22-05-2020	-	106.00	1	1	0
Mr	PRATIP CHAUDHURI	Non-Executive - Non Independent Director	10-11-2014	15-05-2019	-		4	5	0
Mr	RAKESH NANGIA	Non-Executive - Independent Director	10-11-2020	10-11-2020	-	41.00	1	1	1
Mr	ANIL WADHWA	Non-Executive - Independent Director	23-05-2018	23-05-2023	-	71.00	2	2	0
Mr	ARJUN SINGH	Non-Executive - Independent Director	27-10-2021	27-10-2021	-	29.00	1	0	0
Mr.	YASH PAL SYNGAL	Non-Executive - Independent Director	08-11-2023	08-11-2023	-	5.00	0	0	0

Composition of Committee

Audit Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
RAKESH NANGIA	Non-Executive - Independent Director, Chairperson	10-11-2020	-
H.K. AGRAWAL	Non-Executive - Independent Director, Member	31-10-2000	-
HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director, Member	15-05-2019	-
ANIL WADHWA	Non-Executive - Independent Director, Member	15-05-2019	-
PRATIP CHAUDHURI	Non-Executive - Non Independent Director, Member	10-11-2014	-

Nomination & Remuneration Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director, Chairperson	13-02-2019	-
ASHOK JAIPURIA	Executive Director, Member	06-05-2003	-
H.K. AGRAWAL	Non-Executive - Independent Director, Member	06-05-2003	-
RAKESH NANGIA	Non-Executive - Independent Director, Member	10-11-2020	-

Stakeholders Relationship Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
ALPANA PARIDA	Non-Executive - Independent Director, Chairperson	12-08-2014	-
ANIL KUMAR JAIN	Executive Director, Member	15-05-2019	-
PRATIP CHAUDHURI	Non-Executive - Non Independent Director, Member	04-06-2020	-

Risk Management Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
ASHOK JAIPURIA	Executive Director, Chairperson	20-05-2021	-
ANIL KUMAR JAIN	Executive Director, Member	20-05-2021	-
ALPANA PARIDA	Non-Executive - Independent Director, Member	20-05-2021	-
ARJUN SINGH	Non-Executive - Independent Director, Member	27-10-2021	-
PANKAJ PODDAR	Chief Executive Officer, Member	20-05-2021	-
NEERAJ JAIN	Chief Financial Officer, Member	20-05-2021	-

Corporate Social Responsibility Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
ANIL WADHWA	Non-Executive - Independent Director, Chairperson	10-11-2020	-
ANIL KUMAR JAIN	Executive Director, Member	15-05-2019	-
ALPANA PARIDA	Non-Executive - Independent Director, Member	14-02-2014	-
ASHOK JAIPURIA	Executive Director, Member	14-02-2014	-

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)
08-11-2023	-	0
-	13-02-2024	96

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	08-11-2023	-	Yes,	-
Audit Committee	-	13-03-2024	Yes,	96
Nomination and Remuneration Committee	08-11-2023	-	Yes,	-
Stakeholders Relationship Committee	09-11-2023	-	Yes,	-
Stakeholders Relationship Committee	-	13-02-2024	Yes,	95
Risk Management Committee	-	13-03-2024	Yes.	-
Corporate Social Responsibility Committee	-	13-03-2024	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	-

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

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	Yes
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	Yes	
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	Yes	
Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	
New name and the old name of the listed entity	Yes	
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	Yes	
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)	Yes	
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)	Yes	-
Meeting of Risk Management Committee	21(3A)	Yes	-
Quorum of Risk Management Committee meeting	21(3B)	Yes	-
Gap between the meetings of the Risk Management Committee	21(3C)	Yes	-
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)	Yes	-
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)	Yes	-

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)	Yes	-
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)	NA	-

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

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
Not Applicable		

(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)
Not Applicable			

(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
Not Applicable			

II Affirmations:

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: Designation:</p>	Not Applicable

Signatory Details

Name of Signatory	JYOTI DIXIT
Designation of person	Company Secretary and Compliance Officer