

Corporate Governance

COSMO FIRST LTD.	
Scrip Code :508814	Quarter Ending : March 31, 2023

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	-	47.00	3	5	2
Mr	H.K. AGRAWAL	Non-Executive - Independent Director	13-01-2000	25-07-2019	-	105.00	1	1	0
Mr	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	22-05-2015	22-05-2020	-	94.00	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	-	29.00	1	1	1
Mr	ANIL WADHWA	Non-Executive - Independent Director	23-05-2018	23-05-2018	-	59.00	2	2	0
Mr	ARJUN SINGH	Non-Executive - Independent Director	27-10-2021	27-10-2021	-	17.00	1	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	-
RAKESH NANGIA	Non-Executive - Independent Director, Member	10-11-2020	-

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)
14-11-2022	-	0
01-12-2022	-	0
-	14-02-2023	74
-	29-03-2023	42

Meeting of Committees

Name of Committee	Date(s) of meeting (if any) in the Previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	14-11-2022	Yes,	-	0
Audit Committee	-	Yes,	14-02-2023	91
Stakeholder Relationship Committee	14-11-2022	Yes,	-	0
Stakeholder Relationship Committee	-	Yes,	14-02-2023	91
Risk Management Committee	-	Yes,	29-03-2023	42

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	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
email address for grievance redressal and other relevant details	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	-
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	-
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-
Materiality Policy as per Regulation 30	Yes	-
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	-
It is certified that these contents on the website of the listed entity are correct	Yes	-

Annual Affirmations

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
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	-

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
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. Name: Designation:	Not Applicable

Signatory Details

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