



May 11, 2022

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Scrip Code : 500150

Scrip code : FOSECOIND

Dear Sirs,

Sub: Chairman's Speech

We wish to inform you that the 65th Annual General Meeting of Foseco India Limited was held on Wednesday, May 11, 2022 at 1430 Hours (IST) through Video Conferencing.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are submitting herewith a copy of the Speech that was delivered by the Chairman at the aforesaid meeting.

Kindly take the same on record.

Yours faithfully,

For FOSECO INDIA LIMITED

**MAHENDRA
KUMAR DUTIA**

Digitally signed by
MAHENDRA KUMAR
DUTIA
Date: 2022.05.11
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**Mahendra Kumar Dutia
Controller of Accounts and Company Secretary**

FOSECO INDIA LIMITED

Chairperson's Speech – 65th Annual General Meeting

11th May 2022

Dear Members,

Good Afternoon, Ladies and Gentlemen and a Good Morning to all those who have joined this meeting from the UK. It is my privilege to welcome you all to the 65th Annual General Meeting of the Company being conducted through video conferencing facilities. This is my 4th AGM as the Chairman and the 3rd virtual AGM of the Company. A live streaming of this meeting is also being webcast on the Central Depository Services (India) Limited (CDSL) platform.

To begin with, I hope that all of you and your families are keeping well. Though I miss the privilege and pleasure of meeting you in person, the virtual AGM is a progressive step as it allows members irrespective of where they are physically present either in India or even abroad, participate in this AGM. Lots of planning and efforts have gone behind the virtual AGM of the Company today with the objective that your participation is safe. Please continue to practice Safe Covid behaviour

The Company Secretary has advised me that the members attending the AGM through VC facility shall be counted for quorum as per Section 103 of the Act. The quorum as required under law is present and fulfilled. Therefore, I declare this meeting as validly convened.

The Company has received 3 letters alongwith Board Resolutions from the promoter shareholders appointing the authorised representatives under Section 113 of the Companies Act 2013 in respect of 47,88,845 equity shares representing 74.98% of the total paid-up shares of the Company, to attend this meeting virtually. The authorised representatives have joined this meeting virtually from London, UK.

The Annual Report and the Audited Accounts for the financial year ended 31 December 2021 have been with you for some time and with your permission, I will take them as readThank you !

Introduction of the Directors

I would now like to introduce my fellow Board Members who are present today through Video Conferencing, participating from their respective home or offices. Starting with me, I am Ravi Kirpalani, Non-Executive Independent Director and Chairman of the Board and also a Member each of the Audit Committee, the Nomination and Remuneration Committee (NRC), the Corporate Social Responsibility Committee (CSR) and the Risk Management Committee (RMC). In addition, I am the

Chairperson of the Stakeholders' Relationship Committee (SRC). I am participating from a Hotel Room in Mumbai

Ms. Anita Belani, Non-Executive Independent Director on the Board of the Company. She is the Chairperson each of the CSR & NRC Committee and a member each of the Audit Committee, the SRC and the RMC. She has an M.B.A. from XLRI, Jamshedpur and B.A.(Hons) in Economics Degree from Miranda House, University of Delhi. Ms. Anita Belani is a seasoned professional with 34 years of rich experience as a senior business and human capital leader. She is participating from her residence in Mumbai.

Mr. Amitabha Mukhopadhyay, Non-Executive Independent Director on the Board of the Company, has joined the Board of the Company as an Additional Director in the capacity of the Non-Executive Independent Director on 27th July 2021. He has over 32 years of professional experience in finance and general management. He is a graduate from the University of Calcutta in Physics (Hons). He is a Chartered Accountant from the Institute of Chartered Accountants of India and a rank-holder. He is also a law graduate from the Pune University. Mr. Mukhopadhyay is the Managing Director of IFB Agro Industries Limited. Earlier he has worked as Group CFO for leading Indian groups for almost two decades and also held role as Business Head of disparate businesses. He is the Chairperson each of the Audit and RMC Committee and a member each of the SRC, NRC and CSR Committee. He is participating from his office in Kolkata

Mr. Guy Franklin Young, Non-Executive Non-Independent Director on the Board of the Company and a nominee of the Holding Company – Foseco Overseas Limited. He is the Chief Financial Officer of the Vesuvius plc, the group company. He is a member each of the Audit & RMC Committee. He is participating from his office in London.

Ms. Karena Cancilleri, Non-Executive Non-Independent Director on the Board of the Company and a nominee of the Holding Company – Foseco Overseas Limited. She is the President, Foundry Technologies of the Vesuvius plc. She is a Member each of the Board's NRC and RMC Committee. She is currently on business travel to India and have joined this meeting from the Company's Office in Sanaswadi, Pune.

Mr. Prasad Chavare, the MD & CEO of the Company. He is also the VP of India & ASEAN, Foundry. Prasad is a Member each of the Board's SRC, CSR and RMC Committee. He has joined this meeting from the Company's Office in Sanaswadi, Pune.

Also joining with us today is Mr. Mohit Mangal, CFO and Mr. Mahendra Dutia, Controller of Accounts and Company Secretary & Compliance Officer of the Company. They have joined this meeting from the Company's Office in Sanaswadi, Pune.

Participation of the Auditors

I also formally acknowledge the participation of Mr. Amit Borkar, the partner of Price Waterhouse Chartered Accountants LLP (PwC), the Statutory Auditors, Mr. Rajesh Karunakaran, the sole proprietor of Rajesh Karunakaran & Co., the Secretarial Auditor and Mr. Dhananjay Joshi, Senior Partner of Joshi Apte and Associates, who are the Cost Auditor of the Company.

Inspection of Documents

Electronic copy of all the documents referred in the AGM Notice and the Explanatory Statement thereto including the statutory records are made available for inspection to members up to the conclusion of this AGM. You may write an email to investor.grievance@vesuvius.com.

Electronic Notice and the Annual Report

The Notice convening the 65th Annual General Meeting, the Directors' Report and the Audited Annual Accounts for the year ended 31 December 2021 were sent by e-mail on 11th April 2022, to those members whose e-mail IDs were registered with the Company/Depository Participant(s), for communication purposes, unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, hard copies of the Annual Report for the financial year 2021 including the AGM Notice were sent by Speed Post. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2021, they may send a request by writing an e-mail to the Company's Registrar, Linkintime India Pvt. Ltd., mentioning Folio No./ DP ID and Client ID. The Annual Report and the AGM Notice are available on the Company's website: www.fosecointia.com. Additionally, these can be accessed on the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) at www.evotingindia.com.

I am happy to note that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31 December 2021 does not contain any qualifications, observations or comments on financial transactions or matters, having an adverse effect on the functioning of the Company. Therefore, in terms of the provisions of Section 145 of the Companies Act, 2013, the Auditor's Report is not required to be read at the AGM, and hence, I take the Auditor's Report as read.

2021 Performance

During the year 2021, the Company witnessed a rise in sales revenue by 35%. Sales were strong despite the second wave of the Covid-19 pandemic. The Profit After Tax more than doubled as the Company undertook series of measures like better price management in a very competitive market, control over discretionary expenses, improved product-mix and customer-mix, gain in business, etc. The Company generated Rs. 1974 Lakh net cash from its operating activities in 2021 as against Rs. 3029 Lakh in 2020. In view of the satisfactory performance of the Company, your Directors are pleased to recommend, for approval of the Shareholders', a Final Dividend of Rs. 25/- per share (i.e., 250%), on an Equity Share of Rs. 10/- each, for the financial year ended 31 December 2021.

World Economic Outlook

Even as the global economy was still struggling with the impact of the pandemic, the war in Ukraine has significantly worsened the outlook. The economic damage from the conflict is likely to be huge on account of 3 main factors: spike in commodities prices, risks to global economy from financial and business disruption and dent in sentiment due to heightened geopolitical risks. An IMF report has projected slowdown in Global growth by almost 40% in 2022 and 2023. War-induced commodity price increases and broadening price pressures have led to 2022 inflation projections of 5.7% in advanced economies and almost 9% in emerging market and developing economies.

2022 India Economic Scenario

The Indian economy is also likely to see a significant downside risk on account of the war. India is particularly vulnerable to high oil prices, given that it is a large importer of crude oil. High fuel and fertilizer costs would weigh on government finances, potentially limiting planned capital spending. We have already seen significant increase in the prices of fuel, food grains, and several other commodities. In the longer run, however, we believe that India's underlying economic fundamentals are strong despite the short-term turbulence.

The results of growth-enhancing policies and schemes (such as production-linked incentives and government's push toward self-reliance or Atmanirbhar Bharat) and increased infrastructure spending will start showing results from 2023. Furthermore, the emphasis on Make in India, with particular focus on digitization, building of a semi-conductor hub and all other initiatives taken by the Government will aid in growth. On the health front, India has made good progress, as large vaccinated population will likely help contain the impact of subsequent infections waves. All these factors will help create opportunities for higher growth. We plan to continue helping our customers develop and produce better castings for local and export requirements. We will do this by continued investment in local innovation and introducing the latest technologies developed by the parent company. We foresee tighter environmental regulations and will have the advantage of our group's

experience in introducing new products and solutions to meet those requirements. We are embarking on our sustainability journey and plan to reduce our own CO2 emissions as well as help our customers and suppliers reduce their emissions.

2022 The Year So Far

The year began on a positive note. As a Group we have introspected deeply as to what we are as a company and how we should present ourselves to the world. This is summarized in our new tagline **Think beyond. Shape the future.** The message is being percolated down to every employee of the company around the world. It will also send a positive signal to customers, vendors and other stakeholders of the Company that the Group is focused on the future. You will also find the message reflected on the cover page of the Annual Report of the Company.

Just like the past years, the Management is continually maintaining and building on its engagement with the employees by communicating the business updates and plans through Town Hall meetings. This has helped everyone to keep themselves abreast with the organisation strategies, goals and align them to a common objective.

The Company has set its priority to grow our sales and strengthen its market position in the foundry industry, in all divisions and in every region, while keeping its sight on profitability and working capital management. But the first and foremost is its commitment towards safety of its people and the best-in-class quality of the products.

Corporate Social Responsibility Initiatives

In the year 2021, the Company undertook its CSR initiatives in the areas of education, healthcare, social causes, environment and information technology. The Company's CSR activities focus on the disadvantaged, vulnerable and marginalised segments of society. The Company has built collaborative partnerships with communities. The initiatives taken during the year were focused on rehabilitation of people hit by the COVID pandemic, education, technology, sanitation through provision of better quality infrastructure, skill building programmes and improving the overall quality of lives of people residing in the vicinity of the Company's plants. Like in the previous years, the Company continued its association with Jehangir Hospital for detecting juvenile diabetes in young boys and girls and supporting their families by distributing medicine and diabetics kits for the treatment of diabetes. The Company is sensitive towards environment and social requirements. It had supplied biomass cookstoves under the banner of **"Happy Family Kit"** to the deserving and needy families in the slum, rural and semi-urban communities. The good work that started in 2020 continued in 2021. This project proved to be a big success providing encouragement to continue with this initiative further. This unique cookstove is environment friendly as it emanates less smoke in

comparison with traditional cookstoves that adversely affects the health of the women cooking food for their families. Due to its relevance to the community, it has created huge, favourable and visible impact in the lives of the beneficiary community. Print and digital media had given wide coverage to this. In the area of education, the Company has built classrooms in a residential school near the Company's plant. The school is providing free education and stay at its premises to children of migrant workers and labourers residing nearby. Your Company is supporting the school in building basic infrastructure with the aim of providing good education and better life to the students.

In the financial year ended 31 December 2021, many ambitious projects were completed to which the Company was committed for completion. The Company will continue to work on social projects which are within the ambit of its CSR Policy that will lend great help to the society in the long run.

Board Matters:

I take this opportunity to place before you the recommendation of the Board for the re-appointment of Guy Franklin Young, as a Director who retires by rotation at this AGM and being eligible, offers himself for re-appointment. As mentioned earlier, Amitabha Mukhopadhyay has joined the Board of the Company as an Additional and a Non-executive Independent Director on 27th July 2021. His term comes to an end at this AGM. He has been recommended by the Board for appointment for a term of 5 consecutive years commencing from 27th July 2021 and ending on 26th July 2026. A brief resume and other relevant details of the appointment or re-appointment of these Directors are provided in the AGM Notice as-well-as in the Corporate Governance Report which forms part of this Annual Report. The concerned Resolutions are carried in the Notice of the AGM. Since the last AGM, Ajit Shah has ceded office of Directorship on attaining the age of 75 years. The Board of Directors, places on record their deep appreciation of the services offered by him.

Price Waterhouse Chartered Accountants LLP (PwC) were appointed as the Statutory Auditors of the Company at the 60th Annual General Meeting of the Company held on 27th April 2017, for a period of 5 years that comes to an end at the conclusion of this AGM. On the recommendation of the Audit Committee, the Board of Directors hereby propose to re-appoint PwC, for the second term of 5 years, to hold office from the conclusion of this AGM until the conclusion of the 70th AGM to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Your Directors place before the Members' their recommendation for approval of the re-appointment of the Auditors for the second term.

The Members are also required to ratify the remuneration payable to Joshi Apte & Associates, the Cost Auditor, for the financial year ending on 31st December 2022. A fee of Rs. 4,20,000/-, exclusive of the GST, has been decided to be payable to the Cost Auditors, an increase of Rs. 20,000/- since the last year. A Resolution in this regard is carried in the AGM Notice for your consideration.

Appreciation

In the end, I would like to place on record the sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, bankers and other authorities. I would also like to thank all those who have joined this meeting through VC and I look forward to similar support in future as well. I wish to thank all the stakeholders of the Company and the parent Company, for their continuous support, guidance and patronage. I also thank all the shareholders, employees and Promoters of Foseco India Limited for their co-operation, good wishes and support for the Company.

I wish you all the very best for the year ahead. I would also recommend to all of you to continue to take all precautions and not to let your guard down regarding Covid-19

Thank you!

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