

RAJESH KARUNAKARAN & CO

COMPANY SECRETARIES

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SCRUTINIZERS REPORT

Report to the Chairman of the Board of Directors of Foseco India Limited having its Registered Office at Gat No. 922&923, Sanaswadi, Taluka Shirur Pune – 412 208, Maharashtra (The Company) on the E- Voting conducted by the Company to transact the items of agenda as contained in the Notice 62nd Annual General Meeting of the Company held on Friday, 26th April 2019 at the Registered office of the Company.

1. In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Board of Directors to the E- Voting process for passing the items on the agenda as contained in the Notice dated 25th January 2019 of the Annual General Meeting (AGM) held at the Registered Office of the Company.

2. In terms of the aforesaid Notice, E – Voting was open from 10.00 a.m. (IST) on Tuesday, 23rd April 2019 until 5.00 p.m. (IST) on Thursday, 25th April 2019. Members were required to cast electronically conveying their assent or dissent in respect of the Ordinary Resolutions/Special Resolutions on the E- Voting platform provided by Central Depository Securities Limited (CDSL).

3. As required, I unlocked the data from the E- Voting platform provided by CDSL after 1.30 p.m. on Friday, 26th April 2019 in the presence of Mr. Manoj Kalani and Mr. Subhash Adawal, Independent Witnesses.

4. Based on the E-Voting data downloaded from CDSL, following are the results of E-Voting in respect of each of the resolutions mentioned in the aforesaid Notice of the AGM.



Item No. 1 of the Notice - To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st December 2018, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including any explanatory note annexed to, or forming part of, the aforementioned documents, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 2 of the Notice- .To confirm the payment of two Interim Dividends on Equity Shares aggregating to ₹15 per share(i.e., 150%) on a share of ₹ 10 each and to declare a final dividend of ₹ 10 per share (i.e., 100%) on the Equity Shares of the Company for the financial year ended 31 December 2018.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 3 of the Notice- To appoint a Director in place of Glenn Allan Cowie (DIN: 07163534), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 4 of the Notice- Ratification of the appointment of the Statutory Auditors and to fix their remuneration

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 5 of the Notice- Re-appointment of Ajit Shah as an Independent Director of the Company

Resolution Required					Special			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0	0	0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	733429	900	99.88	0.12
	Total	1592159	734329	46.12	733429	900	99.88	0.12
Total		6386459	5523174	86.48	5522274	900	99.98	0.02

Result: Passed with requisite majority.



Item No. 6 of the Notice-Appointment of Ravi Moti Kirpalani as an Independent Director of the Company

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0	0	0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	733429	900	99.88	0.12
	Total	1592159	734329	46.12	733429	900	99.88	0.12
Total		6386459	5523174	86.48	5522274	900	99.98	0.02

Result: Passed with requisite majority.



Item No. 7 of the Notice- Appointment of Guy Franklin Young as a Director of the Company.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 8 of the Notice- Re-appointment of Sanjay Mathur as the Managing Director of the Company.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 9 of the Notice- Ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2019.

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 10 of the Notice-Adoption of the new Articles of Association.

Resolution Required					Special			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					No			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	0	100	0
	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0		0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E-voting	1592159	734329	46.12	734329	0	100	0
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0

Result: Passed with requisite majority.



Item No. 11 of the Notice- Approval of the Existing Material Related Party Contract and Material Related Party Transaction

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-voting	4788845	0	0	0	0	0	0
	Total	4788845	0	0	0	0	0	0
Public Institutions	E-voting	5455	0	0	0	0	0	0
	Total							
Public Non Institutions	E-voting	1592159	734329	46.12	733429	900	99.88	0.12
	Total	1592159	734329	46.12	733429	900	99.88	0.12
Total		6386459	734329	11.49	733429	900	99.88	0.12

Result: Passed with requisite majority.

Thank you.

Yours truly,



Rajesh Karunakaran
Company Secretary



Membership No. - FCS 7441
C.P. No. 6581
Pune – 26th April 2019