## . RAJESH KARUNAKARAN & CO

## **COMPANY SECRETARIES**

204, 2nd floor, Pragati Towers, Opp. Shivajinagar S.T Stand, Shivajinagar, Pune - 411005.

Tel.: + 91-020-30224146 | e-mail: karunakaran2004@yahoo.com | www.csrk.in

## 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 62<sup>nd</sup>Annual General Meeting of the Company held on Friday, 26<sup>th</sup> 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 25<sup>th</sup> 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 , 25thApril 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 , 26<sup>th</sup> 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 Pr	omoter / Pro	moter Grou	ip are intere	ested in	No			
the Agenda	Resolution							
Category	Mode of Voting	shares votes V held polled polled or in sh		% of Votes polled on outstand ing shares	votes in favour	No of votes again st	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter	E-voting	4788845	4788845	100	4788845	0	100	0
Group	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



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 I	Required				Ordin	ary			
Whether Pro		omoter Gro	up are inte	rested	No				
in the Agend	da Resolutio	on				,			
Category	Voting shares votes polled outs share		% of polled outsta shares	l on nding	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	E- voting	4788845	4788845	100		4788845	0	100	0
Group	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	E- voting	1592159	734329	46.12		734329	0	100	0
Institutions									
	Total	1592159	734329	46.12		734329	0	100	0
Total		6386459	5523174	86.48		5523174	0	100	0



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					Ordin	nary			
Whether P	romoter / P	romoter Gr	oup are int	erested	No				
in the Ager	ida Resoluti	ion	107.0						
Category	Mode of Voting	shares held	No of votes polled	% of polled outstar shares	on nding	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	E- voting	4788845	4788845	100		4788845	0	100	0
Group									
	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	E- voting	1592159	734329	46.12		734329	0	100	0
Institutions									
T 1	Total	1592159	734329	46.12		734329	0	100	0
Total		6386459	5523174	86.48		5523174	0	100	0



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

Resolution F	Required			Ordin	nary			
Whether Pro		omoter Gro	up are inte	rested No				
in the Agenc			3				,	
Category	Voting shares votes poled our shares		% of Votes polled on outstanding shares	votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter	E- voting	4788845	4788845	100	4788845	0	100	0
Group								
100 C C C C C C C C C C C C C C C C C C	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	E- voting	1592159	734329	46.12	734329	0	100	0
Institutions								
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0



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

Resolution R	equired			5	Specia	al	7. 7		
Whether Pro		omoter Gro	oup are inte	erested 1	No				
in the Agend	a Resolution								
Category	Mode of Voting	No of shares held	No of votes polled	% of V polled outstand shares	on	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



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

Resolution R	equired			Orc	linary			
Whether Pro in the Agend	moter / Pr		oup are inte	rested No				
Category	of shares votes polled outsta shares		% of Vote polled of outstandin shares	n votes in	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter	E- voting	4788845	4788845	100	4788845	0	100	0
Group	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



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

Resolution R	equired				Ordinary					
Whether Pro	moter / Pr	omoter Gro	up are inte	rested	No					
in the Agend	a Resolutio	on						0.4	0/ 0	
Category	of shares votes polled outstar shares		nding	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	E- voting	4788845	4788845 100			4788845	0	100	0	
Group										
C. c.p	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	
institutions										
	Total	1592159	734329	46.12		734329	0	100	0	
Total		6386459	5523174	86.48		5523174	0	100	0	



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

Resolution R	equired				Ordin	ary			
Whether Pro	moter / Pr		up are inte	rested	No				
in the Agend Category	Mode of No of votes polled outstares		% of polled outstar shares	on nding	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	E- voting	4788845	4788845	100		4788845	0	100	0
Group	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



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 R	Lequired			Ordin	ary			
Whether Pro in the Agend	moter / Pr	omoter Gro	oup are inte	erested No				
Category	of shares votes polled outstar shares		% of Votes polled on outstanding shares	No of votes in favour	No of % of Votes against in favour on votes Polled		% of Votes against on votes Polled	
Promoter and Promoter	E- voting	4788845	4788845	100	4788845	0	100	0
Group	Total	4788845	4788845	100	4788845	0	100	0
Public Institutions	E-voting	5455	0	100	0	0	0	0
	Total	5455	0		0	0	0	0
Public Non Institutions	E- voting	1592159	734329	46.12	734329	0	100	0
ansatutions -								
	Total	1592159	734329	46.12	734329	0	100	0
Total		6386459	5523174	86.48	5523174	0	100	0



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

Resolution R	eauired				Specia	al			
Whether Pro	moter / Pro	omoter Gro	up are inte	rested	No				
in the Agend Category	Mode No of shares Voting held		res votes polled		l on nding	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	2	734329	0	100	0
nstitutions									
	Total	1592159	734329	46.12	2	734329	0	100	0
Total	Total	6386459	5523174	86.48	8	5523174	0	100	0



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

Resolution R	equired			Ordi	nary			
Whether Pro	moter / Pr	omoter Gro	up are inte	rested Yes				
in the Agend Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled or outstanding shares	votes in	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter	E- voting	4788845	0	0	0	0	0	0
Promoter								
Group	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
	<u> </u>							
-	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 – 26<sup>th</sup> April 2019