

**RAJESH KARUNAKARAN
COMPANY SECRETARY**

C.P. NO. 6581

FCS No. 7441

204 Pragati Towers ,Opp Shivajinagar S.T. Stand ., Shivajinagar , Pune – 411 005 .M- 9890320874

CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING IN CONNECTION WITH THE ANNUAL GENERAL MEETING OF FOSECO INDIA LIMITED(CINL24294PN1958PLC011052) HELD ON MONDAY , 21st JUNE 2021 THROUGH VC / OAVM AND DEEMED TO HAVE BEEN HELD AT THE REGISTRED OFFICE OF THE COMPANY AT GAT NOS. 922 AND 923 , SANASWADI, TALUKA: SHIRUR, DISTRICT PUNE – 412208.

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act 2013 read with the Companies(Management and Administration) Rules , 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with relevant circulars of MCA and SEBI.

To:
The Chairman,
Foseco India Limited
Gat Nos. 922 and 923, Sanaswadi, Taluka: Shirur,
District Pune – 412208

Dear Sir,

Sub: Passing of Resolutions through Remote E-Voting and E-Voting under the provisions of section 108 of the Companies Act, 2013 including any statutory modification or re-enactment thereof read with the Companies(Management and Administration), Rules 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please refer to your letter dated 10th February 2021, attaching therewith a copy of the Board Resolution of Foseco India Limited ("the Company") and informing me of my appointment as Scrutinizer for the purpose of ascertaining the result of the below mentioned resolutions to be passed by means of Remote E-Voting and E-Voting at the AGM .

In view of the ongoing COVID-19 pandemic and related social distancing norms to be followed, the Ministry of Corporate Affairs, Government of India (MCA), has allowed to conduct Annual General Meeting through VC or OAVM and has dispensed personal presence of the members at the Meeting. In this regard, the MCA has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (hereinafter these circulars collectively referred to as 'MCA Circulars') and SEBI has issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ('SEBI Circular') and in compliance with the provisions of the Companies Act and SEBI Listing Regulations, the Company has conducted the AGM by providing two-way teleconferencing facility ('VC facility') to its Members through Central Depository Services (India) Limited (CDSL) e-voting platform .



Rajesh Karunakaran & Co., Company Secretaries

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and SEBI Regulations relating to offering to shareholders facility of Remote e-voting and E-Voting in respect of the resolutions contained in the Notice of the AGM dated 6th May 2021.

My responsibility as a scrutinizer for the remote e-voting process and e-Voting process at the AGM is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions stated in the Notice of the AGM, based on reports generated from the remote e-voting system and e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting facilities to the shareholders.

In view of the current extraordinary circumstances arising on account of threat posed by COVID-19 pandemic situation and as permitted by law, the Company has sent the Annual Financial Report for the year ended 31st December 2020 including the Notice of the AGM in electronic form only to the shareholders.

The shareholders have accordingly exercised the facility of casting electronic votes, casted their votes through the voting platform provided by M/s Central Depository Services (India) Limited (hereinafter referred to as "CDSL" on their official website, the communication of the assent or dissent of the members took place through the remote e-voting and e-voting system only.

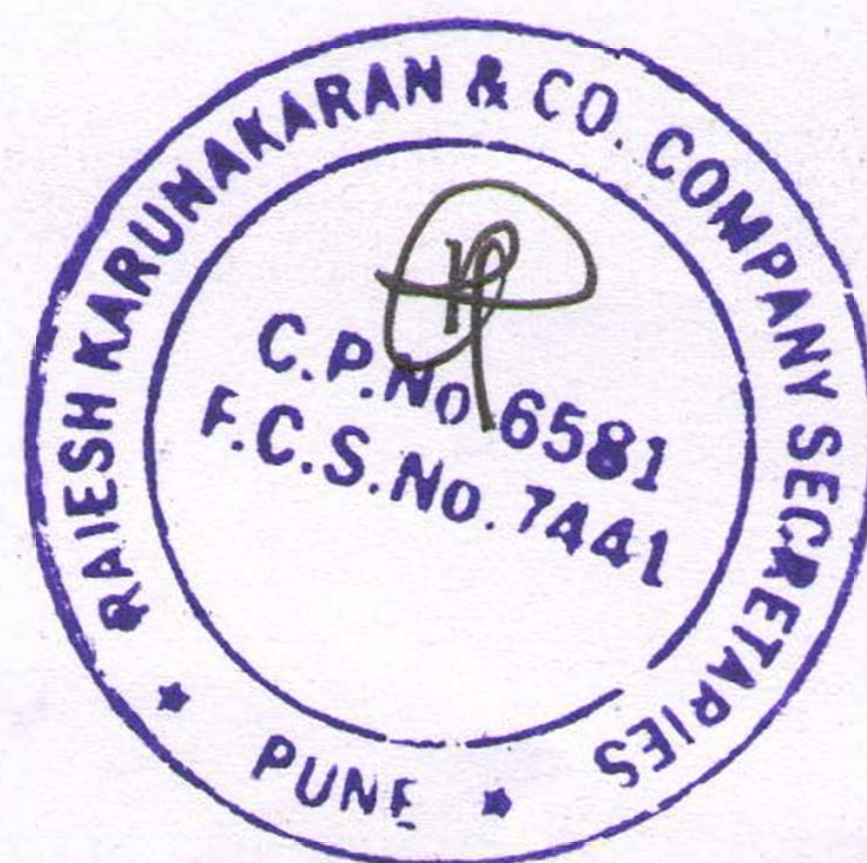
The Remote e-voting period remained open from Friday, 18 June 2021 at 0900 Hours (IST) and ends on Sunday, 20 June 2021 at 1700 Hours (IST). Company has also provided electronic voting system as used during remote e-voting during the AGM. The said facility was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who did not exercise their right to vote through remote e-voting.

In all 34 members participated in the AGM and voted on the resolutions. Accordingly the AGM was validly held and conducted in accordance with the requirements of law.

I have monitored the process of Remote E-Voting and E-Voting through the scrutiniser's secured link provided by CDSL on their official website. The votes cast through remote e-voting facility were downloaded on Monday, 21st June 2021 (after 4.50 p.m.) in the presence of two witnesses who are not in the employment of the Company.

Summarised Results of Remote E-Voting and E-Voting at the AGM have been combined under the head E-Voting:

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Resolution Required : (Ordinary)			1 - Adoption of the Audited Annual Accounts for the year ended 31 December 2020 together with the Reports of the Board of Directors and the Auditors thereon						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	735394	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	735394	0	100.0000	0.0000	0
Total		6386459	5524239	86.4992	5524239	0	100.0000	0.0000	0

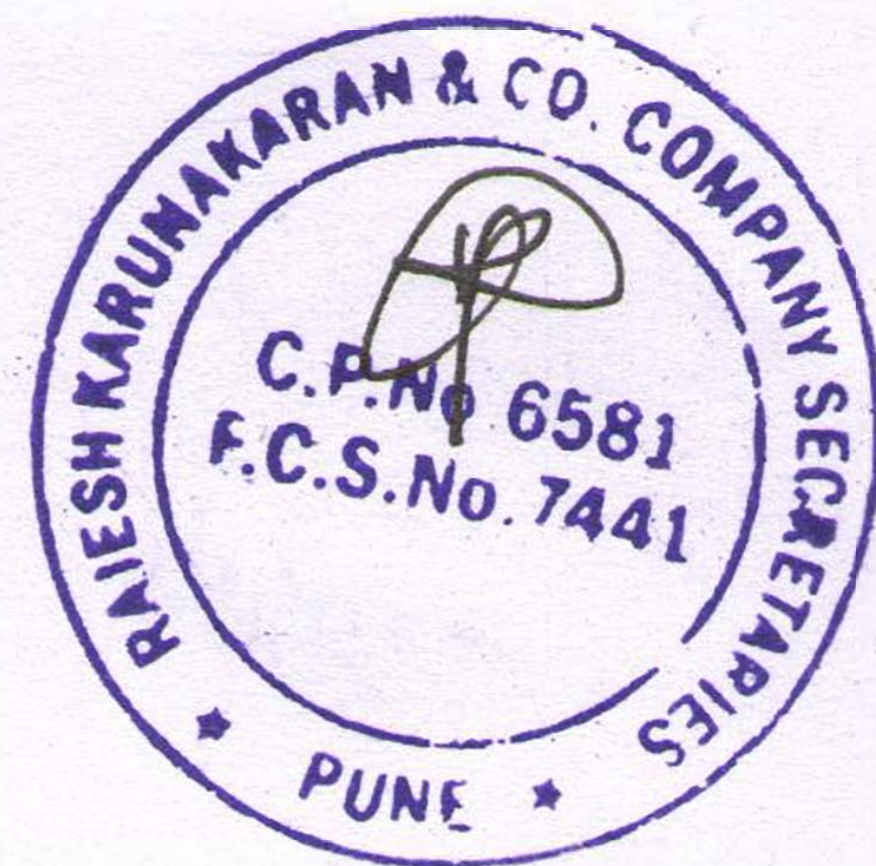
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Ordinary)			2 - Confirmation of payment of Interim Dividend and declaration of the final dividend on Equity Shares of the Company						
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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	735394	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	735394	0	100.0000	0.0000	0
Total		6386459	5524239	86.4992	5524239	0	100.0000	0.0000	0

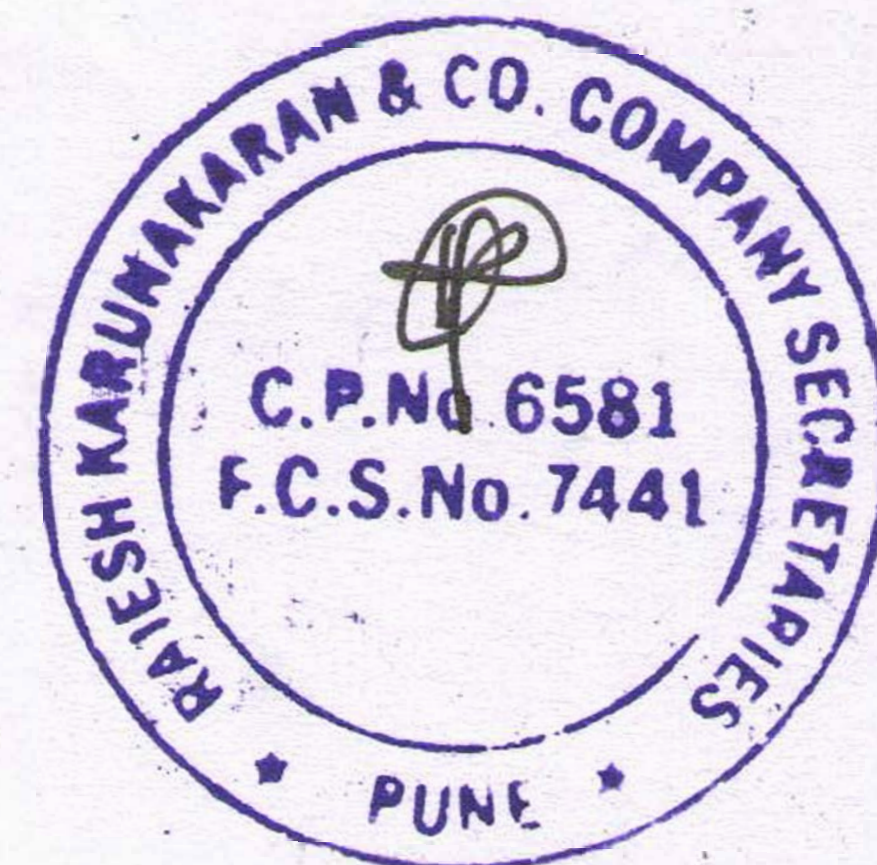
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Ordinary)			3 - Appointment of KarenaCancellori as a Director of the Company who retires by rotation and being eligible, offers herself for re-appointment						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	734214	1180	99.8395	0.1605	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	734214	1180	99.8395	0.1605	0
Total		6386459	5524239	86.4992	5523059	1180	99.9786	0.0214	0

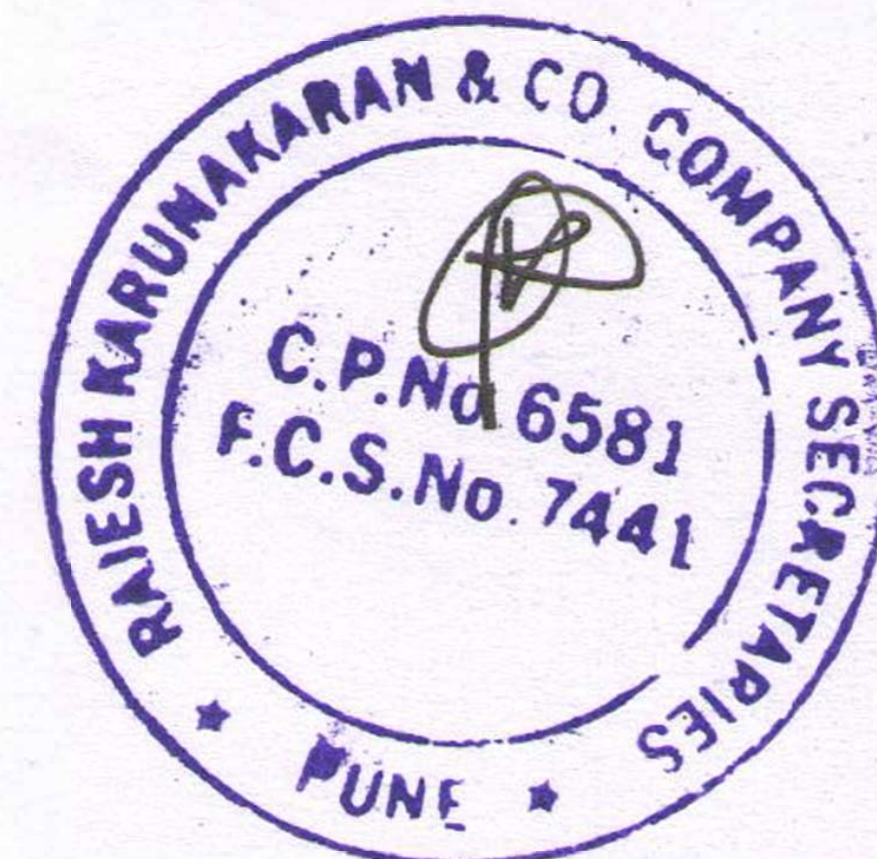
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Ordinary)			4 - Appointment of Dr.Ujjal Bhattacharjee as a Whole-time Executive Director of the Company						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	734214	1180	99.8395	0.1605	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	734214	1180	99.8395	0.1605	0
Total		6386459	5524239	86.4992	5523059	1180	99.9786	0.0214	0

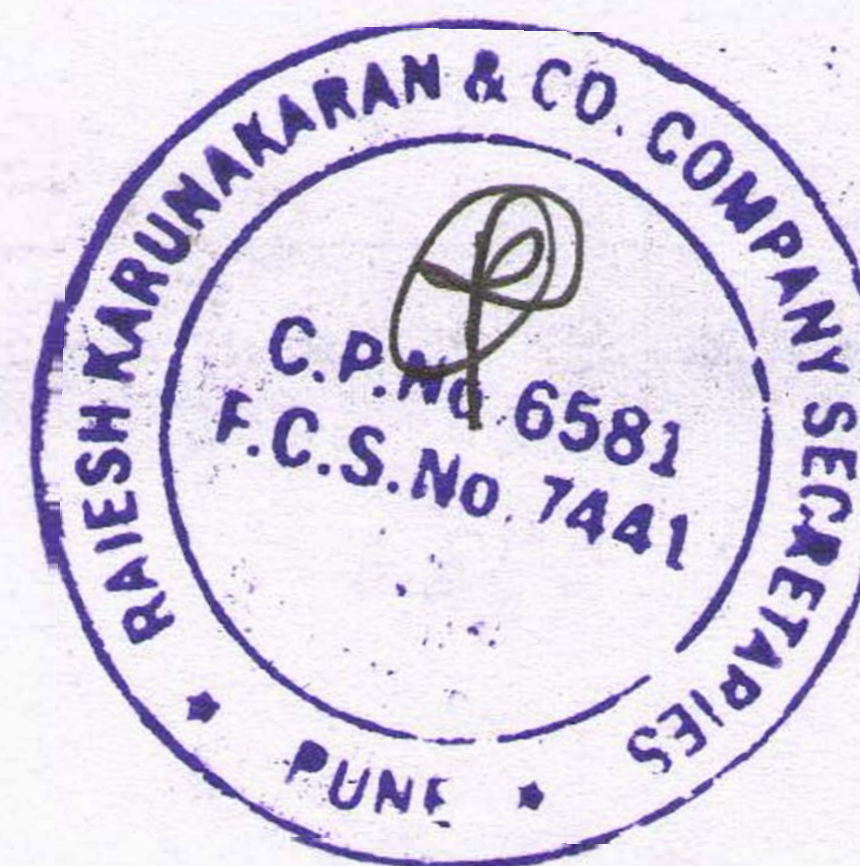
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Special)			5 - Payment of remuneration to Dr.Ujjal Bhattacharjee						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	734214	1180	99.8395	0.1605	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	734214	1180	99.8395	0.1605	0
Total		6386459	5524239	86.4992	5523059	1180	99.9786	0.0214	0

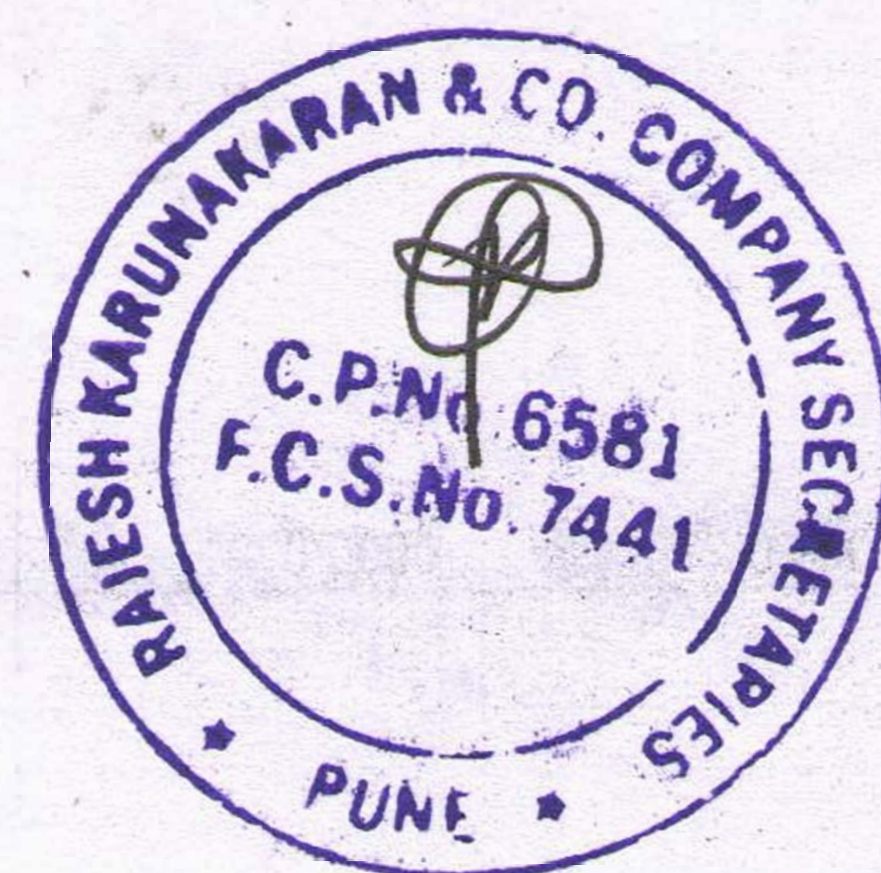
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Ordinary)			6 - Appointment of the Managing Director and the Chief Executive Officer of the Company						
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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	734214	1180	99.8395	0.1605	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	734214	1180	99.8395	0.1605	0
Total		6386459	5524239	86.4992	5523059	1180	99.9786	0.0214	0

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Resolution Required : (Special)			7 - Payment of remuneration to the Managing Director and the Chief Executive Officer of the Company						
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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	734214	1180	99.8395	0.1605	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	734214	1180	99.8395	0.1605	0
Total		6386459	5524239	86.4992	5523059	1180	99.9786	0.0214	0

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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Special)			8 - Ratification of the excess managerial remuneration paid / payable to the former Managing Director						
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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735389	46.0362	734609	780	99.8939	0.1061	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735389	46.0362	734609	780	99.8939	0.1061	0
Total		6386459	5524234	86.4992	5523454	780	99.9859	0.0141	0

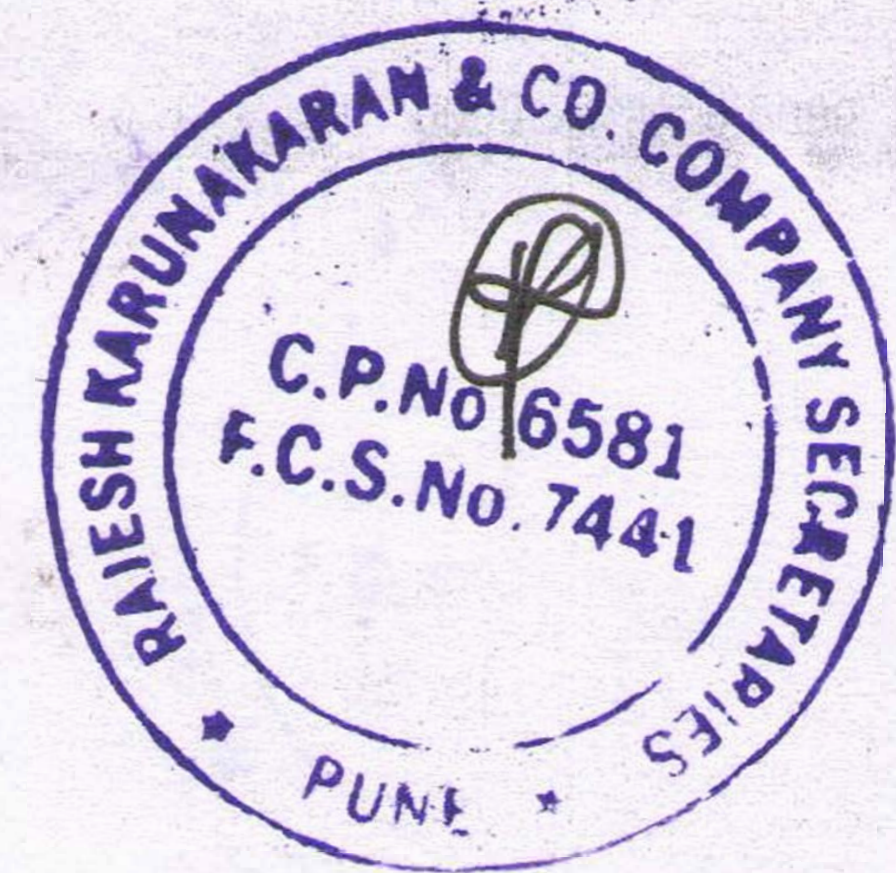
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Resolution Required : (Ordinary)			9 - Ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2021						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	735113	281	99.9618	0.0382	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	735113	281	99.9618	0.0382	0
Total		6386459	5524239	86.4992	5523958	281	99.9949	0.0051	0

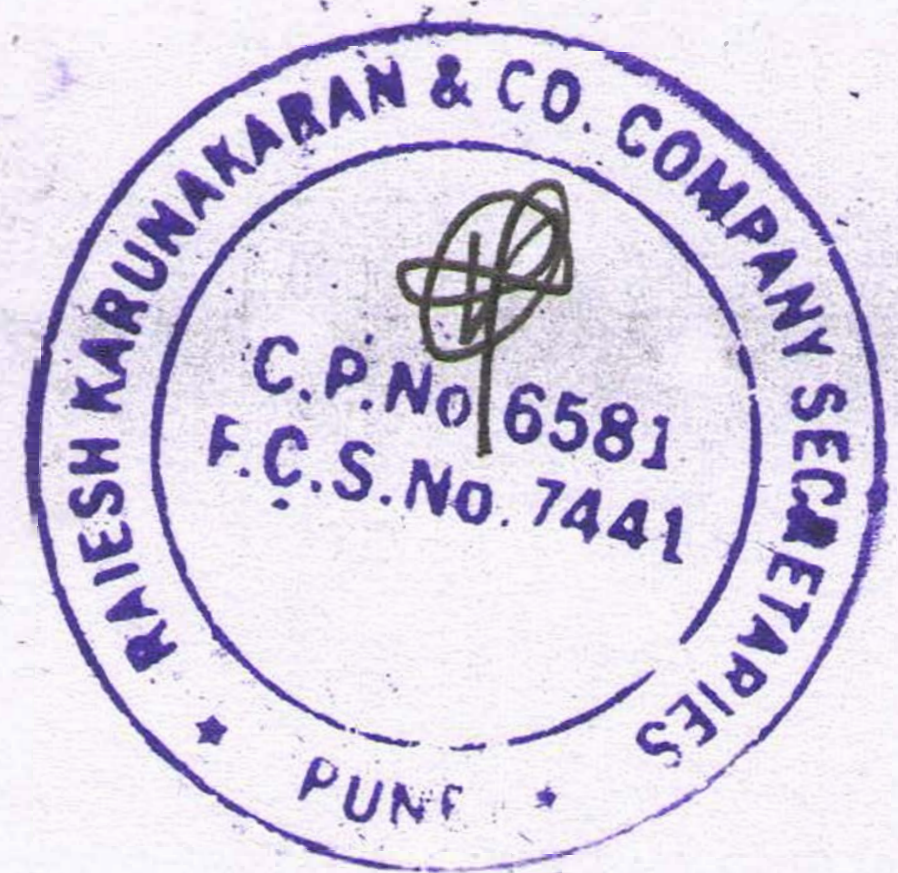
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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : (Special)			10 - Service of documents on the Members of the Company as sought by them						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4788845	100.0000	4788845	0	100.0000	0.0000	0
Public Institutions	E-Voting	200	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	1597414	735394	46.0365	735114	280	99.9619	0.0381	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		735394	46.0365	735114	280	99.9619	0.0381	0
Total		6386459	5524239	86.4992	5523959	280	99.9949	0.0051	0

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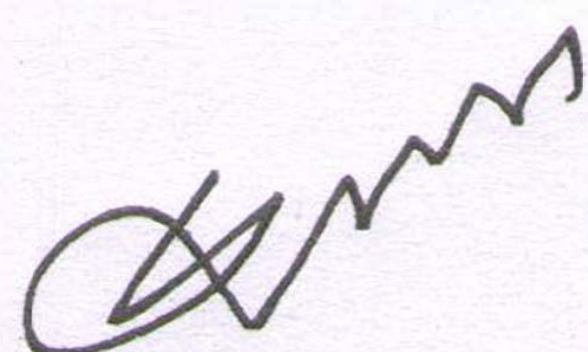


Rajesh Karunakaran & Co., Company Secretaries

The voting has been reckoned in proportion to the members share in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 14th June 2021. Since the number of votes cast by the shareholders in favour of the resolutions exceed the votes cast against, the Ordinary Resolutions (Nos. 1, 2, 3, 4, 6, and 9) and the votes cast by the shareholders in favour of the resolution is not less than three times the number of the votes cast against, the Special Resolution (No. 5, 7, 8 and 10), I confirm that all the ten resolutions have been passed with the requisite majority.

Thank you,

Yours truly,



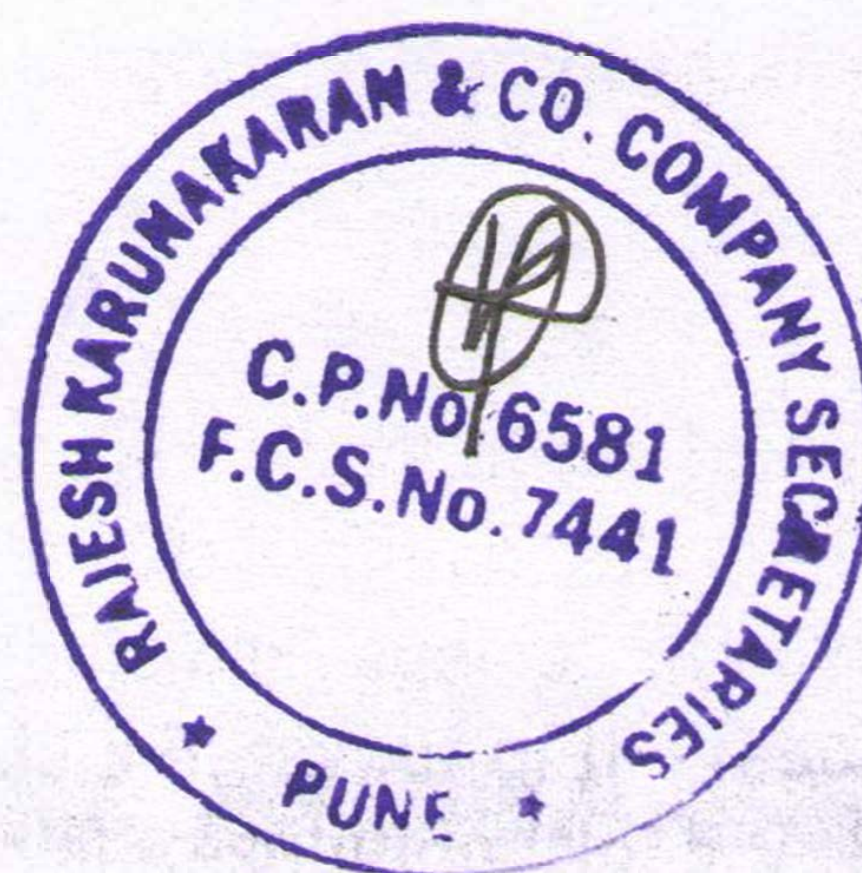
**RAJESH KARUNAKARAN
COMPANY SECRETARY**

C.P. NO. 6581

F.C.S. NO. 7441

UDIN- F007441C000499119

Pune, 22nd June 2021



Countersigned by :

For Foseco India Limited



**MAHENDRA KUMAR DUTIA
CONTROLLER OF ACCOUNTS, COMPANY SECRETARY
AND COMPLIANCE OFFICER
(In terms of authority delegated by the Chairman of the Company)**

Pune, 22nd June 2021

