



June 13, 2024

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: Consolidated Report of the Scrutinizer on Remote e-voting and E-Voting at the AGM

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the Consolidated Report of the Scrutinizer on Remote e-voting and E-Voting at the AGM of all the Resolutions contained in the Notice of the 67th Annual General Meeting of Foseco India Limited (the Company) that was held on Tuesday, June 11, 2024 through Video Conferencing (VC).

You are requested to take the above Report on record.

Yours faithfully,

For FOSECO INDIA LIMITED

Mahendra Kumar Dutia
Controller of Accounts and Company Secretary

Enclosing: As above



RAJESH KARUNAKARAN
COMPANY SECRETARY
C.P. NO. 6581
FCS No. 7441

204 Pragati Towers, Opp. Shivajinagar Metro Station , Shivajinagar, Pune – 411 005
www.csrk.co.in, M- 9890320874, karunakaran2004@yahoo.com.

CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING IN CONNECTION WITH THE ANNUAL GENERAL MEETING OF FOSECO INDIA LIMITED (CIN: L24294PN1958PLC011052) HELD ON TUESDAY, 11TH JUNE 2024 AT 2.00 P.M. (IST) THROUGH VC / OAVM AND DEEMED TO HAVE BEEN HELD AT THE REGISTERED 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 at the AGM 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 read with relevant circulars of MCA and SEBI.

Please refer to your letter dated 23rd February 2024, attaching therewith a copy of the Board Resolution and Notice of the Annual General Meeting (AGM) both dated 23rd February 2024, of Foseco India Limited (“the Company”) informing me of my appointment as Scrutinizer for the purpose of ascertaining the result of the below mentioned resolutions to be considered and passed by means of Remote E-Voting and E-Voting at the AGM.

The Ministry of Corporate Affairs, Government of India (MCA), has allowed companies 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, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022 and Circular No.10/2022 dated 28th December 2022 and September 25, 2023 respectively and other applicable circulars issued by SEBI (hereinafter these circulars collectively referred to as (MCA and SEBI Circulars). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the Company has conducted the AGM by providing two-way teleconferencing facility (‘VC facility’) to its Members through National Securities Depository Limited (NSDL) 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 the SEBI Listing Regulations relating to offering to shareholders' facility of Remote e-voting and E-Voting at the AGM in respect of the resolutions contained in the Notice of the AGM dated 23rd February 2024.

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 National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide remote e-voting and e-voting facilities at the AGM to the shareholders of the Company.

The Company has sent the Annual Report for the financial year ended 31st December 2023 including the Notice of the AGM in electronic form to all the Members whose e-mail addresses were registered with the Company/Depository Participants. Those Members who make a request for physical copy are provided with the physical copy of the Annual Report.

The shareholders have accordingly exercised the facility of casting electronic votes, have casted their votes through the voting platform provided by the National Securities Depository Limited (NSDL) 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, 7th June 2024 at 0900 Hours (IST) and until Monday, 10th June 2024 at 1700 Hours (IST). The Company has also provided electronic voting system during the AGM as was used during the remote e-voting. 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.

The AGM was validly held in accordance with the requirements of law.

I have monitored the process of Remote E-Voting and E-Voting at the AGM through the scrutiniser's secured link provided by NSDL on their official website. The votes cast through remote e-voting facility were downloaded on Tuesday, 11th June 2024, after 3.57 P.M.(IST) 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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Rajesh Karunakaran & Co., Company Secretaries

Resolution Required: Ordinary			1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 December 2023, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including the explanatory note annexed to, or forming part of, the aforementioned documents, 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]	$[3]=\frac{[2]}{[1]}\times 100$	[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	18522	15555	83.9812	15555	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		15555	83.9812	15555	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	742500	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		742500	47.0207	742500	0	100.0000	0.0000	0
Total		6386459	5546900	86.8541	5546900	0	100.0000	0.0000	0



Rajesh Karunakaran & Co., Company Secretaries

Resolution Required :Ordinary				2. To declare a Final Dividend of Rs. 25/- per share (i.e., 250%) on the paid-up equity share of Rs. 10 each of the Company for the financial year ended 31 December 2023					
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	18522	17728	95.7132	17728	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		17728	95.7132	17728	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	742500	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		742500	47.0207	742500	0	100.0000	0.0000	0
Total		6386459	5549073	86.8881	5549073	0	100.0000	0.0000	0



Rajesh Karunakaran & Co., Company Secretaries

Resolution Required :Ordinary				3 - Appoint a Director in place of Prasad Chavare (DIN: 08846863), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
	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
Category		[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	18522	17728	95.7132	17728	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		17728	95.7132	17728	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	742220	280	99.9623	0.0377	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		742500	47.0207	742220	280	99.9623	0.0377	0
Total		6386459	5549073	86.8881	5548793	280	99.9950	0.0050	0



Rajesh Karunakaran & Co., Company Secretaries

Resolution Required :Special				4. Re-appointment of Anita Belani as an Independent 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]	$[3]=\frac{[2]}{[1]} \times 100$	[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	18522	17728	95.7132	17728	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		17728	95.7132	17728	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	741320	1180	99.8411	0.1589	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		742500	47.0207	741320	1180	99.8411	0.1589	0
Total		6386459	5549073	86.8881	5547893	1180	99.9787	0.0213	0



Rajesh Karunakaran & Co., Company Secretaries

Resolution Required :Special				5. Payment of remuneration to the Managing Director and the Chief Executive Officer					
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	18522	17728	95.7132	6588	11140	37.1616	62.8384	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		17728	95.7132	6588	11140	37.1616	62.8384	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	742203	297	99.9600	0.0400	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		742500	47.0207	742203	297	99.9600	0.0400	0
Total		6386459	5549073	86.8881	5537636	11437	99.7939	0.2061	0



Rajesh Karunakaran & Co., Company Secretaries

Resolution Required : Ordinary				6. Ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2024					
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	18522	17728	95.7132	17728	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		17728	95.7132	17728	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1579092	742500	47.0207	742203	297	99.9600	0.0400	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		742500	47.0207	742203	297	99.9600	0.0400	0
Total		6386459	5549073	86.8881	5548776	297	99.9946	0.0054	0



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. 4th June 2024. **Since the number of votes cast by the shareholders in favour of the Ordinary Resolutions (Nos. 1, 2,3 and 6) exceed the votes cast against, if any, and the votes cast by the shareholders in favour of the Special Resolutions (No. 4 and 5) is more than three times the number of the votes cast against, I confirm that all the six resolutions have been passed with the requisite majority.**

Thank you,

Yours truly,



RAJESH KARUNAKARAN
COMPANY SECRETARY (PROPRIETOR)
F C S No. -7441
C P No. -6581
UDIN- F007441F000563117
Peer Review Certificate no.1260/2021 dated 28th June 2021

Pune, 12th June 2024

Countersigned by:

For Foseco India Limited



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

Pune, 12th June 2024

