

RAJESH KARUNAKARAN
COMPANY SECRETARY

C.P. NO. 6581
FCS No. 7441

204 Pragati Towers ,Opp. Shivajinagar S.T. Stand . Shivajinagar , Pune – 411 005 .www.csrk.co.in,
M- 989032087, 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(CINL24294PN1958PLC011052) HELD ON WEDNESDAY , 11th MAY 2022 AT 14.30 HOURS 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 2022, attaching therewith a copy of the Board Resolution and Notice of the Annual General Meeting(AGM) both dated 10th February 2022, 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 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 ,Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated 14th December 2021 and Circular No. 2/2022 dated 5th May 2022 (hereinafter these circulars collectively referred to as 'MCA Circulars') and in compliance with the provisions of the Companies Act , 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 .



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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 10th February 2022.

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.

The Company has sent the Annual Financial Report for the year ended 31st December 2021 including the Notice of the AGM in electronic form /physical form 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, 6th May 2022 at 0900 Hours (IST) and until Tuesday ,10th May 2022 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.

The AGM was validly held 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 Wednesday , 11th May 2022 (after 4.15 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 - To receive, consider and adopt the Audited Annual Accounts for the year ended 31 December 2021 together with the Reports of the Board of Directors and the Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	738917	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	738917	0	100.0000	0.0000
Total		6386459	5527762	86.5544	5527762	0	100.0000	0.0000



Resolution Required : (Ordinary)			2 - To declare a Final Dividend of Rs. 25 per share (i.e., 250%) on the face value of the Equity Share of Rs. 10 each of the Company for the financial year ended 31 December 2021					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	738917	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	738917	0	100.0000	0.0000
Total		6386459	5527762	86.5544	5527762	0	100.0000	0.0000



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Resolution Required : (Ordinary)			3 - To appoint a Director in place of Guy Franklin Young (DIN: 08334721), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	[3]=[2]/[1]]*100	[4]	[5]	[6]=[4]/[2]]*100	[7]=[5]/[2]]*100
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	738017	900	99.8782	0.1218
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	738017	900	99.8782	0.1218
Total		6386459	5527762	86.5544	5526862	900	99.9837	0.0163



Resolution Required : (Ordinary)			4 - To re-appoint the Statutory Auditors and to fix their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	738637	280	99.9621	0.0379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	738637	280	99.9621	0.0379
Total		6386459	5527762	86.5544	5527482	280	99.9949	0.0051



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Resolution Required : (Special)			5 - To appoint Amitabha Mukhopadhyay as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	737737	1180	99.8403	0.1597
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	737737	1180	99.8403	0.1597
Total		6386459	5527762	86.5544	5526582	1180	99.9787	0.0213



Resolution Required : (Ordinary)			6 - To ratify the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	1223	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1596391	738917	46.2867	738917	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		738917	46.2867	738917	0	100.0000	0.0000
Total		6386459	5527762	86.5544	5527762	0	100.0000	0.0000



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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 May 2022. **Since the number of votes cast by the shareholders in favour of the Ordinary resolutions (Nos. 1, 2, 3, 4 and 6) exceed the votes cast against, if any, and the votes cast by the shareholders in favour of the special resolution (No.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- F007441D000306366
Peer Review Certificate no.1260/2021 dated 28th June 2021

Pune, 12th May 2022

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, 12th May 2022

