

**RAJESH KARUNAKARAN
COMPANY SECRETARY**

C.P. NO. 6581

FCS No. 7441

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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 WEDNESDAY, 24th MAY 2023 AT 14.30 HOURS 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 27th February 2023, attaching therewith a copy of the Board Resolution and Notice of the Annual General Meeting (AGM) both dated 27th February 2023, 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(hereinafter these circulars collectively referred to as 'MCA Circulars').The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. 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 .



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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 at the AGM in respect of the resolutions contained in the Notice of the AGM dated 27th February 2023.

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.

The Company has sent the Annual Report for the financial year ended 31st December 2022 including the Notice of the AGM in electronic form to all the Members whose e-mail addresses are 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, casted their votes through the voting platform provided by 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, 19th May 2023 at 0900 Hours (IST) and until Tuesday, 23rd May 2023 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 Wednesday, 24th May 2023, after 1630 Hours (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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Resolution Required : (Ordinary)			1 -To receive, consider and adopt the Audited Balance Sheet of the Company as at December 31, 2022, 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
		[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	18925	9544	50.4306	9544	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		9544	50.4306	9544	0	100.0000	0.0000
Public Non Institutions	E-Voting	1578689	744669	47.1700	744669	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		744669	47.1700	744669	0	100.0000	0.0000
Total		6386459	5543058	86.7939	5543058	0	100.0000	0.0000



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Resolution Required : (Ordinary)			2 -To declare a Final Dividend of ₹ 25/- per share (i.e., 250%) on the paid-up equity share of Rs. 10 each of the Company for the financial year ended December 31, 2022, plus a one-time special dividend of Rs. 15/- (150%) taking the total final dividend to Rs. 40/- (400%) per share.					
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
		[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	18925	11649	61.5535	11649	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		11649	61.5535	11649	0	100.0000	0.0000
Public Non Institutions	E-Voting	1578689	744339	47.1492	744339	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		744339	47.1492	744339	0	100.0000	0.0000
Total		6386459	5544833	86.8217	5544833	0	100.0000	0.0000



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Resolution Required : (Ordinary)			3 - Appointment of a Director in place of Karena Cancilleri, 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
		[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	18925	11649	61.5535	10834	815	93.0037	6.9963
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11649	61.5535	10834	815	93.0037	6.9963
Public Non Institutions	E-Voting	1578689	744339	47.1492	744006	333	99.9553	0.0447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		744339	47.1492	744006	333	99.9553	0.0447
Total		6386459	5544833	86.8217	5543685	1148	99.9793	0.0207



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Resolution Required : (Special)			4 - Re-appointment of Ravi Moti Kirpalani 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
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
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	18925	11649	61.5535	11649	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		11649	61.5535	11649	0	100.0000	0.0000
Public Non Institutions	E-Voting	1578689	744339	47.1492	743106	1233	99.8343	0.1657
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		744339	47.1492	743106	1233	99.8343	0.1657
Total		6386459	5544833	86.8217	5543600	1233	99.9778	0.0222



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Resolution Required : (Ordinary)		5 - Appointment of Mark Russell Collis as a 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
		[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	18925	11649	61.5535	9971	1678	85.5953	14.4047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11649	61.5535	9971	1678	85.5953	14.4047
Public Non Institutions	E-Voting	1578689	744334	47.1494	744334	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		744334	47.1494	744334	0	100.0000	0.0000
Total		6386459	5544828	86.8216	5543150	1678	99.9697	0.0303



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Resolution Required : (Ordinary)			6 - Ratification of the remuneration payable to the Cost Auditor for the financial year ending on 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
		[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	18925	11649	61.5535	11649	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		11649	61.5535	11649	0	100.0000	0.0000
Public Non Institutions	E-Voting	1578689	744339	47.1492	744006	333	99.9553	0.0447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		744339	47.1492	744006	333	99.9553	0.0447
Total		6386459	5544833	86.8217	5544500	333	99.9940	0.0060



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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. 17th May 2023. **Since the number of votes cast by the shareholders in favour of the Ordinary Resolutions (Nos. 1, 2, 3, 5 and 6) exceed the votes cast against, if any, and the votes cast by the shareholders in favour of the Special Resolution (No. 4) 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- F007441E000374742
Peer Review Certificate no.1260/2021 dated 28th June 2021

Pune, 25th May 2023

Countersigned by :

For Foseco India Limited



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

Pune, 25th May 2023

