

RAJESH KARUNAKARAN & CO

COMPANY SECRETARIES

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CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH POLL PAPER

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act , 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules , 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015)

To:

Mr. Ravi Moti Kirpalani
Chairman
62nd Annual General Meeting
of the Shareholders of
Foseco India Limited
held on Friday 26th April 2019 at
the Registered Office of the Company at ,
Gat No. 922&923 ,Sanaswadi , Taluka Shirur
Pune – 412 208, Maharashtra at 1200 Hrs. (IST)

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of section 108 and section 109 of the Companies Act , 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules , 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. I , Rajesh Karunakaran, Practicing Company Secretary (F.C.S. No. 7441) ,appointed as Scrutinizer by :

(I) the Board of Directors of Foseco India Limited (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act , 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules 2015 as amended and

(II) the Chairman of the 62nd Annual General Meeting (AGM) on Poll under the Provisions of Section 109 of the 2013 Act read with Rule 21 of Rules , on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the Members of the Company held on Friday , 26th April 2019 at the Registered Office of the Company at Gat No. 922&923 , Sanaswadi , Taluka Shirur Pune – 412 208, Maharashtra.



2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the poll is restricted to make a Scrutinizers Report of the votes cast in favour or against the resolutions stated above, based on reports generated from the remote e-voting system provided by Central Depository Services Limited, the authorised agency engaged by the Company to provide remote e-voting facilities for remote e-voting and based on the Physical votes cast by ballot by Members/Proxies at the AGM.

3. I have issued separate Scrutinizer's report dated 26th April 2019 on the votes exercised through remote e-voting and report dated 26th April 2019 on the Poll on the resolutions contained in the Notice to the AGM. As requested by management I submit herewith my consolidated report of votes exercised through remote e-voting together with that of votes exercised through Poll as under :

4. The Remote e-voting period remained open from 10.00 a.m. (IST) on Tuesday, 23rd April 2019 until 5.00 p.m. (IST) on Thursday, 25th April 2019.

5. The Cut –Off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was Friday, 19th April 2019 (Item No. 1 to 11) as set out in the Notice of the 62nd Annual General Meeting of Foseco India Limited.

6. The votes cast through remote e-voting facility were unblocked on 26th April 2019 after 1.30 p.m. (after the conclusion of the 62nd Annual General Meeting) in the presence of Mr. Manoj Kalani and Mr. Subhash Adawal who are not in the employment of the Company.

7. Thereafter, the details, containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services Limited (CDSL).

8. The combined results of the remote e-voting and poll are as under :

Date of the Annual General Meeting	26 th April 2019
Total Number of shareholders on the Record date	8489
No of shareholders present in the Meeting either in Person or through Proxy :	31
Promoters and Promoter Group	3
Public	28
No of shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NIL
Public	NIL



Item No. 1 of the Notice - To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 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 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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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 Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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 Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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

Resolution Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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

Resolution Required					Special			
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
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
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	734242	900	99.88	0.12
Total		6386459	5523987	86.49	5523087	900	99.98	0.02

Result: Passed with requisite majority.



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

Resolution Required					Ordinary			
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
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
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	734242	900	99.88	0.12
Total		6386459	5523987	86.49	5523087	900	99.98	0.02

Result: Passed with requisite majority.



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

Resolution Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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

Resolution Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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 Required					Ordinary			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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

Resolution Required					Special			
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
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	734329	0	100	0
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	735142	0	100	0
Total		6386459	5523987	86.49	5523987	0	100	0

Result: Passed with requisite majority.



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

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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
Promoter and Promoter Group	E-voting	4788845	0	0	0	0	0	0
	Total	4788845	0	0	0	0	0	0
Public Institutions	E-voting	5455	0	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
	Physical		813	0.05	813	0	100	0
	Total	1592159	735142	46.17	734242	900	99.88	0.12
Total		6386459	735142	11.51	734242	900	99.88	0.12

Result: Passed with requisite majority.

The Register, other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thank you.

Yours truly,



Rajesh Karunakaran
Company Secretary
Membership No. -FCS 7441
C.P. No. 6581
26th April 2019

