

# RAJESH KARUNAKARAN & CO

## COMPANY SECRETARIES

204, 2nd floor, Pragati Towers, Opp. Shivajinagar S.T Stand, Shivajinagar, Pune - 411005.

Tel. : + 91-020-30224146 | e-mail : karunakaran2004@yahoo.com | www.csrk.in

### SCRUTINIZERS REPORT

Report to the Chairman of the Board of Directors of Foseco India Limited having its Registered Office at Gat No. 922&923, Sanaswadi, Taluka Shirur Pune - 412 208, Maharashtra (The Company) on the Poll conducted by the Company to transact the items of agenda as contained in the Notice dated 25th January 2019 in respect of the Annual General Meeting of the Company held on Friday, 26<sup>th</sup> April 2019 at the Registered Office of the Company.

1. On completion of Poll by the members of the Company, the votes were reconciled with the records maintained by the Company /Registrar and Transfer Agents of the Company and the Authorizations /Proxies lodged with the Company.

2. The results of the Poll are as under:

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	Physical	4788845	0	0	0	0	0	0
	Total	4788845	0	0	0	0	0	0
Public Institutions	Physical	5455	0	0	0	0	0	0
	Total	5455	0	0	0	0	0	0
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0
	Total	1592159	813	0.05	813	0	100	0
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0
	Total	4788845	0	0	0	0	0	0
Public Institutions	Physical	5455	0	0	0	0	0	0
	Total	5455	0	0	0	0	0	0
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0
	Total	1592159	813	0.05	813	0	100	0
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0
	Total	4788845	0	0	0	0	0	0
Public Institutions	Physical	5455	0	0	0	0	0	0
	Total	5455	0	0	0	0	0	0
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0
	Total	1592159	813	0.05	813	0	100	0
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		<b>6386459</b>	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		<b>6386459</b>	813	0.01	813	0	100	0	

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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		<b>6386459</b>	813	0.01	813	0	100	0	

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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		<b>6386459</b>	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		6386459	813	0.01	813	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	Physical	4788845	0	0	0	0	0	0	
	Total	4788845	0	0	0	0	0	0	
Public Institutions	Physical	5455	0	0	0	0	0	0	
	Total	5455	0	0	0	0	0	0	
Public Non Institutions	Physical	1592159	813	0.05	813	0	100	0	
	Total	1592159	813	0.05	813	0	100	0	
Total		6386459	813	0.01	813	0	100	0	

Result: Passed with requisite majority.



Thank you.

Yours truly,



Rajesh Karunakaran  
Company Secretary

Membership No. - FCS 7441  
C.P. No. 6581  
Pune – 26<sup>th</sup> April 2019

