## **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 ,  $26^{th}$  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	-			Ordin	narv			
Whether Print in the Agen	omoter / Pr		oup are inte	erested	No				
Category	Mode of Voting		No of votes polled	% of polled outsta shares	on nding	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	Physical	4788845	0	0		0	0	0	0
Group	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



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 Re	auired			(	Ordina	ıry			
Whether Pror	noter / Pror	noter Group	are interest	ted in 1	No				
the Agenda R Category	Mode of Voting	No of shares held	No of votes polled	% of V polled outstand shares	on	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter	Physical	4788845	0	0		0	0	0	0
and Promoter									
Group	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	15mgsv-Co	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 Re	equired			Ordin	nary			
Whether Pror the Agenda R	noter / Pror	noter Group	are interest	ed in 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	Physical	4788845	0	0	0	0	0	0
and								
Promoter								0
Group	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



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

Resolution Re	equired				Ordina	ary			
Whether Pror	noter / Pror	noter Group	are interest	ed in	No				
the Agenda R Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstar shares	on nding	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter	Physical	4788845	0	0		0	0	0	0
Promoter									
Group	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
msututions		1.505150		0.05		012	0	100	0
T . 1	Total	1592159	813 813	0.05		813 813	0	100	0
Total		6386459	013	0.01		010		01270	

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

Resolution Re	quired				Special						
Whether Prom Agenda Resol	noter / Prom	oter Group a	re interested	in the	Vo						
Category	Mode of Voting	No of shares held	No of votes polled	% of V polled outstand shares	on	No or votes in favour	거네 - 유럽 (1)	% 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		



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

Resolution Re	equired				Ordinary								
Whether Pron Agenda Resol	noter / Prom	oter Group a	re interested	in the	No								
Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstan shares	on	No votes favour	of in	No votes against	of	% Vote in favo on vote Polle	ur s	% Vote agai on v Polle	nst otes
Promoter and Promoter	Physical	4788845	0	0		0		0		0		0	
Group	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	

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

Resolution Re	equired				Ordinary					
Whether Pron Agenda Reso		oter Group a	re interested	in the	No			х.		
Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstand shares	on	No of votes in favour	The state of the s	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter	Physical	4788845	0	0		0	0	0	0	
Group	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	



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

Resolution Re	quired				Ordina	ıry				
Whether Pron	noter / Prom	oter Group a	re interested	in the	No					
Agenda Resol							- 0		0/ 0	0/ -6
Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstand shares	on	No votes favour	of in	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter	Physical	4788845	0	0		0		0	0	0
and Promoter										
Group	Total	4788845	0	0		0		0	0	0
Public	Physical	5455	0	0		0		0	0	0
Institutions										
	Total	5455	0	0		0		0	0	0
Public Non	Physical	1592159	813	0.05		813		0	100	0
Institutions										
	Total	1592159	813	0.05		813		0	100	0
Total	Total	6386459	813	0.01		813		0	100	0

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 Re	quired				Ordina	ıry			
Whether Pron Agenda Resol	noter / Prom	oter Group a	re interested	in the	No				
Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstan shares	on	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	Physical	4788845	0	0		0	0	0	0
Group	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



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

Resolution Re	equired			Specia	Special						
Whether Pron	noter / Prom	oter Group a	re interested	in the No							
Agenda Resol					131 0	21 C	0/ -6	% of			
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	Physical	4788845	0	0	0	0	0	0			
								^			
Group	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			

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

Resolution Re	quired		-111		Ordina	iry			
Whether Pron		oter Group a	re interested	in the	Yes				
Agenda Resol	-			01 0		21 6	N	0/ 06	0/ of
Category	Mode of Voting	No of shares held	No of votes polled	% of polled outstand shares	on	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter	Physical	4788845	0	0		0	0	0	0
and									
Promoter				5-6-51					
Group	Total	4788845	0	0		0	0	0	0
Public	Physical	5455	0	0		0	0	0	0
Institutions									
	Total	5455	0	0		0	0	0	0
Public Non	Physical	1592159	813	0.05		813	0	100	0
Institutions									
	Total	1592159	813	0.05		813	0	100	0
Total		6386459	813	0.01		813	0	100	0



Thank you.

Yours truly,

Rajesh Karunakaran Company Secretary

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

