

Form No. MGT-7**ANNUAL RETURN**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 11(1) of the
Companies (Management and Administration) Rules, 2014]

As at the financial year ended on 31/12/2022 of

FOSECO INDIA LIMITED

I. REGISTRATION AND OTHER DETAILS

- i) Corporate Identification Number (CIN) of the Company
Global Location Number (GLN) of the Company
Permanent Account Number (PAN) of the Company

L24294PN1958PLC011052

AAACF1049H

- ii) a. Name of the Company : **FOSECO INDIA LIMITED**
b. Registered Office Address : GAT NO 922 & 923, SANASWADI, TALUKA SHIRUR, PUNE, MAHARASHTRA -412208
c. E-mail-ID of the Company : mahendra.dutia@vesuvius.com
d. Telephone No with STD code : Tel 02137-668100
Fax 02137-668160
e. Website of the Company : www.fosecoindia.com

- iii) Date of Incorporation 22/03/1958

Type of the Company	Category of the Company	Sub-Category of the Company
Public Company	Company Limited by Shares	Indian Non-Government Company

- v) Whether Company is having share capital Yes

- vi) Whether shares listed on recognized Stock Exchange(s) Yes

(a) If yes, details of stock exchanges where shares are listed

SI No.	Stock Exchange Name	Code	Code
1	BSE Limited	500150	A1
2	National Stock Exchange of India Limited	FOSECOIND	A1024

(b) CIN of the RTA U67190MH1999PTC118368
Name of the Registrar & Transfer Agents: Link Intime India Pvt. Ltd.
Registered Office Address : C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083
Dealing Office Address : Block 202, Second Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune
Town / City : Pune
State : Maharashtra
Pin Code: 411001
Telephone : 020 - 26160084 / 26161629
Fax Number : 020 - 26163503
Email Address : pune@linkintime.co.in

- vii) Financial year from date 01/01/2022 to date 31/12/2022

- viii) Whether AGM held : Yes
a. If yes, date of AGM 24/05/2023
b. Due date of AGM 30/06/2023
c. Whether any extension for AGM granted Not Applicable
d. If yes, provide the Service Request Number (SRN) of the application form filed for extension Not Applicable
e. Extended due date of AGM after grant of extension Not Applicable
f. Specify the reasons for not holding the same Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

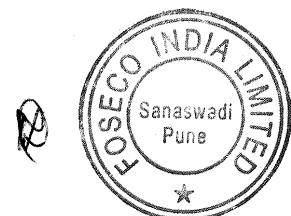
Number of business activities 1

SI. No.	Main Activity Group Code	Description of Main Activity Group	Business Activity Code	Description of Business Activity	% to total turnover of the Company
1	C	Manufacturing	C6	Chemical and Chemical Products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given 1

SI. No.	Name of the Company	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE / JOINT VENTURE	% of shares held
1	Foseco Overseas Limited	Foreign Company, CIN Not Obtained	Holding Company	58.00%



IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) SHARE CAPITAL:

(a) Equity Share Capital :

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	7,500,000	6,386,459	6,386,459	6,386,459
Total Amount of Equity Shares (in Rupees)	75,000,000	63,864,590	63,864,590	63,864,590

Number of Classes 1

Class of Shares (Equity Shares of Rs. 10 each)	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	7,500,000	6,386,459	6,386,459	6,386,459
Nominal Value per share (in Rupees)	10	10	10	10
Total Amount of Equity Shares (in Rupees)	75,000,000	63,864,590	63,864,590	63,864,590

(b) Preference Share Capital :

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Preference Shares	-	-	-	-
Total Amount of Preference Shares (in Rupees)	-	-	-	-

Number of Classes 0

Class of Shares	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Preference Shares	-	-	-	-
Nominal Value per share (in Rupees)	-	-	-	-
Total Amount of Preference Shares (in Rupees)	-	-	-	-

(c) Unclassified Share Capital :

Particulars	Authorised Capital
Total Amount of Unclassified Shares (in Rupees)	-

(d) Break-up of Paid Up Share Capital

(i) Class of Shares	No. of Shares PHYSICAL	No. of Shares DEMAT	No. of shares TOTAL	Total Nominal Amount [Rs.]	Total Paid Up Amount [Rs.]	Total Premium [Rs.]
Equity Share :-						
At the beginning of the year	45,202	6,341,257	6,386,459	63,864,590	63,864,590	191,259,845
Increase during the year		3,361	-	-	-	-
Decrease during the year	(3,361)		-	-	-	-
At the end of the year	41,841	6,344,618	6,386,459	63,864,590	63,864,590	191,259,845
Preference Share :-						
At the beginning of the year			-	-	-	-
Increase during the year			-	-	-	-
Decrease during the year			-	-	-	-
Others - Specify						
At the end of the year			-	-	-	-

ISIN of the Equity Shares of the Company

INE519A01011

(ii) Details of stock split / consolidation during the year (for each class of shares):

Class of shares	Before split /consolidation	After split / Consolidation
Number of shares	N.A.	N.A.
Face value per share	N.A.	N.A.

(iii) Details of Shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the Company) *

Details being provided in a CD/Digital Media
Separate sheet attached for details of transfers

No
Yes

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

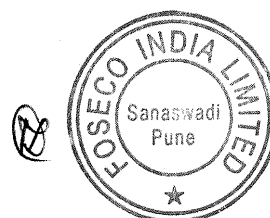
Date of the previous Annual General Meeting
Date of registration of transfer (Date Month Year)
Type of transfer
Number of Shares/ Debentures/ Units Transferred
Ledger Folio of Transferor
Transferor's Name
Ledger Folio of Transferee
Transferee's Name

11/05/2022

1 - Equity, 2-Preference Shares, 3-Debentures, 4-Stock
Amount per Share/ Debenture/Unit (in Rs. 10/- each

Surname Middle Name First Name

Surname Middle Name First Name



(iv) Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Deposit			
Total			

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				

(v) Securities (other than shares and debentures)

Type of Securities	No of Securities	Nominal Value of each unit	Total nominal value	Paid up Value of each unit	Total Paid up Value
Total					

V. TURNOVER AND NET WORTH OF THE COMPANY (as defined in the Companies Act, 2013)

(i) Turnover	4,067,351,000
(ii) Net Worth of the Company	2,390,161,000

VI. a. SHARE HOLDING PATTERN - Promoters

Category of Shareholders	Equity Number of	Equity %	Preference Number of	Preference %
1 Individual /HUF	0	0	0	0
(i) Indian	0	0	0	0
(ii) NRIs - Individuals	0	0	0	0
(iii) Foreign National (Other than NRI)	0	0	0	0
2 Government	0	0	0	0
(i) Central Government(s)	0	0	0	0
(ii) State Government(s)	0	0	0	0
(iii) Government Companies	0	0	0	0
3 Insurance Companies	0	0	0	0
4 Banks	0	0	0	0
5 Financial Institutions	0	0	0	0
6 Foreign Institutional Investors (FII)	0	0	0	0
7 Mutual Funds	0	0	0	0
8 Venture Capital	0	0	0	0
9 Bodies Corporates	4788845	74.98	0	0.00
10 Others (Specify)				
Total	4788845	74.98	0	0.00

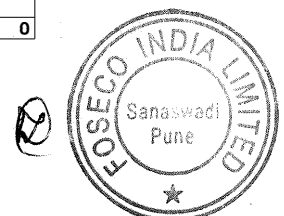
Total number of shareholders (Promoters) 3

b. SHARE HOLDING PATTERN - Public / Other than Promoters

Category of Shareholders	Equity Number of	Equity %	Preference Number of	Preference %
1 Individual /HUF	0	0	0	0
(i) Indian	710028	11.12	0	0
(ii) NRIs - Individuals	26993	0.42	0	0
(iii) Foreign National (Other than NRI)	0	0	0	0
2 Government	0	0	0	0
(i) Central Government(s)	0	0	0	0
(ii) State Government(s)	0	0	0	0
(iii) Government Companies	0	0	0	0
3 Insurance Companies	0	0	0	0
4 Banks / NBFCs registered with RBI	200	0.00	0	0
5 Financial Institutions	0	0.00	0	0
6 Foreign Institutional/Portfolio Investors (FIIs/FPIs)	5663	0.09	0	0
7 Mutual Funds / Alternate Investment Fund	0	0.00	0	0
8 Venture Capital	0	0.00	0	0
9 Bodies Corporates / Bodies Corporates LLP	59953	0.94	0	0
10 Others (Specify)	0	0	0	0
Foreign Companies	733226	11.48		
Trusts, HUFs, Clearing Members	33355	0.52		
IEPF A/c.	28196	0.44		
Total	1597614	25.02	0	0

Total number of shareholders (other than Promoters) 11154

Total number of shareholders (Promoters + Public / other than Promoters) 11157



Name of the FII / FPI	Address	Number of Shares held	%
IBM DIVERSIFIED GLOBAL EQUITY FUND	CITIBANK N.A. CUSTODY SERVICES, FIFC- 9TH FLOOR, G BLOCK, PLOT C-54 AND C-55, BKC, BANDRA - EAST, MUMBAI -	1123	0.018%
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS - ACADIAN ASSET MANAGEMENT LLC EM SMALL CAP	CITIBANK N.A. CUSTODY SERVICES, FIFC- 9TH FLOOR, G BLOCK, PLOT C-54 AND C-55, BKC, BANDRA - EAST, MUMBAI -	302	0.005%
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI -	780	0.012%
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI - 400064	10	0.000%
BUMA-UNIVERSAL-FONDS I	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI - 400064	863	0.014%
TEACHERS RETIREMENT SYSTEM OF THE CITY OF NEW YORK	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI - 400064	171	0.003%
QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI - 400064	2414	0.038%

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year (i.e., 01-01-2022)	At the end of the year (i.e., 31-12-2022)
Promoters	3	3
Members (other than promoters)	9543	11154
Debenture holders	0	0
Total	9546	11157

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Composition of Board of Directors

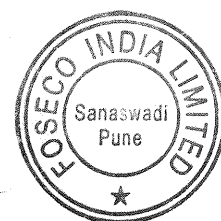
Category	Number of Directors at the beginning of the year i.e., 01-01-		Number of Directors at the end of the year i.e., 31-12-2022		% of Shares held by the Directors as at the end of the year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
A. Promoter		2		2	0	0
B. Non-Promoter	1	3	1	3	0	0
i) Non-Independent Directors						
ii) Independent Directors	1	3	1	3		
C. Nominee	0	0	0	0	0	0
i) Banks & FIs						
ii) Investing institutions						
iii) Government						
iv) Small share holders						
v) Others, if any						
Total (A+B+C)	1	5	1	5	0	0

Number of Directors and Key Managerial Personnel (who is not a Director) as on the financial year end date (i.e., 31 December, 2022):

8

(B) (i) Details of Directors and Key Managerial Personnel as on the closure of the financial year

Full Name	DIN / PAN	Designation	Date of Birth	No. of Equity Shares held in the Company	Date of Cessation - after closure of financial year, if any
RAVI MOTI KIRPALANI	02613688	DIRECTOR, CHAIRPERSON	11/11/1958	NIL	N.A.
GUY FRANKLIN YOUNG	08334721	DIRECTOR	15/11/1969	NIL	N.A.
ANITA BELANI	01532511	INDEPENDENT DIRECTOR	19/01/1964	NIL	N.A.
KARENA CANCELLERI	08598568	DIRECTOR	13/02/1967	NIL	N.A.
PRASAD MADHUKAR CHAVARE	08846863	MANAGING DIRECTOR	20/06/1975	NIL	N.A.



Full Name	DIN / PAN	Designation	Date of Birth	No. of Equity Shares held in the Company	Date of Cessation - after closure of financial year, if any
AMITABHA MUKHOPADHYAY	01806781	INDEPENDENT DIRECTOR	17/08/1964	NIL	N.A.
MAHENDRA KUMAR DUTIA	AEVPD4975J	Company Secretary, KMP	22/12/1967	1	N.A.
MOHIT MANGAL	AGJPM6976A	CFO, KMP	31/01/1978	NIL	N.A.

(ii) Particulars of change in Director(s) and Key Managerial Personnel during the year: **1 change during the year**

Full Name	DIN / PAN	Designation	Date of Birth	Date of Appointment / change in designation / cessation	Nature of change (Appointment / change in designation / cessation)
AMITABHA MUKHOPADHYAY	01806781	Independent Director	17/08/1964	11/05/2022	Change in Designation

MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS
Number of Meetings Held

1

Type of Meeting	Date of the Meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholders
Annual General Meeting [AGM]	11/05/2022	10893	41	0.38%
Extra-Ordinary General Meeting	Nil	Nil	Nil	Nil
Class Meeting	Nil	Nil	Nil	Nil
NCLT/ Court	Nil	Nil	Nil	Nil
Requisitioned	Nil	Nil	Nil	Nil

A. BOARD MEETINGS
Number of Meetings Held

4

S. No.	Date of the Meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	10/02/2022	6	6	100.00%
2	12/05/2022	6	6	100.00%
3	29/07/2022	6	5	83.33%
4	09/11/2022	6	5	83.33%

B. COMMITTEE MEETINGS

NO. OF COMMITTEES

5

NAME OF THE COMMITTEE:

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Number of Committee Meetings Held

4

S. No.	Date of the Meeting	Total No. of Members as on the Date of	No. of Members attended	% of Attendance
1	10/02/2022	4	4	100.00%
2	12/05/2022	4	4	100.00%
3	29/07/2022	4	4	100.00%
4	09/11/2022	4	4	100.00%

NAME OF THE COMMITTEE:

AUDIT COMMITTEE

Number of Meetings Held

4

S. No.	Date of the Meeting	Total No. of Members as on the Date of	No. of Members attended	% of Attendance
1	10/02/2022	4	4	100.00%
2	12/05/2022	4	4	100.00%
3	29/07/2022	4	3	75.00%
4	09/11/2022	4	3	75.00%

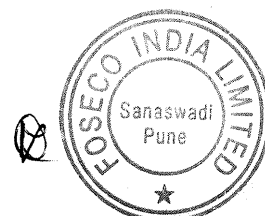
NAME OF THE COMMITTEE:

NOMINATION & REMUNERATION COMMITTEE

Number of Meetings Held

1

S. No.	Date of the Meeting	Total No. of Members as on the Date of	No. of Members attended	% of Attendance
1	10/02/2022	4	4	100.00%



NAME OF THE COMMITTEE:
Number of Meetings Held

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
1

S. No.	Date of the Meeting	Total No. of Members as on the Date of	No. of Members attended	% of Attendance
1	10/02/2022	4	4	100.00%

NAME OF THE COMMITTEE:
Number of Meetings Held

RISK MANAGEMENT COMMITTEE
2

0	Date of the Meeting	Total No. of Members as on the Date of	No. of Members attended	% of Attendance
1	12/05/2022	6	6	100.00%
2	09/11/2022	6	5	83.33%

C. ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board of Meetings			Committee Meetings (Taking all the Committee Meetings together of which a Director is a Member)			Whether attended last AGM (Y/N)
		No of Meetings which the Director was entitled to attend	No. of Meeting attended	% of attendance	No of Meetings which the Member was entitled to attend	No. of Meeting attended	% of attendance	24/05/2023
1	Ravi Moti Kirpalani	4	4	100.00%	12	12	100.00%	Yes
2	Guy Franklin Young	4	2	50.00%	6	3	50.00%	Yes
3	Anita Belani	4	4	100.00%	12	12	100.00%	Yes
4	Karena Cancilleri	4	4	100.00%	3	3	100.00%	Yes
5	Prasad Chavare	4	4	100.00%	7	7	100.00%	Yes
6	Amitabha Mukhopadhyay	4	4	100.00%	12	12	100.00%	Yes

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details are

1

Sl. no.	Particulars of Remuneration	Prasad Madhukar Chavare -	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,744,000	16,744,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,138,000	7,138,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission - as % of profit - others, specify...		-
5	Others, please specify		-
	Total	23,882,000	23,882,000

Number of CEO, CFO and Company Secretary whose remuneration details are entered:

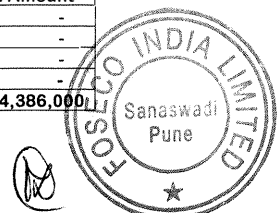
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Sl. no.	Particulars of Remuneration	Mahendra Kumar Dutia	Mohit Mangal	Total
		Company	CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,636,000	14,831,000	18,467,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	288,000	720,000	1,008,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	others, specify...			-
5	Others, please specify			-
	Total	3,924,000	15,551,000	19,475,000

Number of Other Directors whose remuneration details are entered:

6

Sl. no.	Particulars of Remuneration	Name of The Directors				Total Amount
1	Independent Directors	Ravi Moti Kirpalani	Ajit Shah	Anita Belani	Amitabha Mukhopadhyay	
	Fee for attending board committee meetings	690,000	-	690,000	690,000	2,070,000
	Commission	770,000	543,000	700,000	303,000	2,316,000
	Others, please specify	-	-	-	-	-
	Total (1)	1,460,000	543,000	1,390,000	993,000	4,386,000
2	Other Non-Executive Directors	Guy Franklin	Karena Cancilleri			
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (1+2)	1,460,000	543,000	1,390,000	993,000	4,386,000



XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A Whether the Company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year **Yes**

B If No, Give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

Details of Penalties, Punishment imposed on the Company / Directors / Officers and Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment **Yes**

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed Company or a Company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of Company Secretary in whole time practice certifying the annual return in Form MGT-8.

Name **RAJESH KARUNAKARAN**

Whether associate or fellow **FELLOW MEMBER**

Certificate of practice number **6581**

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

For Foseco India Limited



Signature **Managing Director**

Managing Director: **PRASAD CHAVARE**

DIN: 08846863

For RAJESH KARUNAKARAN & CO.
COMPANY SECRETARIES

RAJESH KARUNAKARAN
PROPRIETOR

C. P. No. 6581

Company Secretary in practice: **RAJESH KARUNAKARAN**
Name of the Firm **RAJESH KARUNAKARAN & CO.**
Membership Number **FCS 7441**
Certificate of practice number **6581**

For FOSECO INDIA LIMITED



Mahendra Kumar Dutia
Controller of Accounts and
Company Secretary

Company Secretary: **MAHENDRA KUMAR DUTIA**
Membership Number: **11232**

