

**EXTRACT OF ANNUAL RETURN**

as at the financial year ended 31 December 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i) CIN : L24294PN1958PLC011052
- ii) Registration Date : 22-03-1958
- iii) Name of the Company : FOSECO INDIA LIMITED
- iv) Category / Sub-Category of the Company : Public Company Limited by Shares
- v) Address of the Registered Office : Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, Pune - 412208  
and contact details : Phone : +91 2137 668100
- vi) Whether Listed Company : Yes
- vii) Name, Address and contact details of Registrar and Transfer Agent : Link Intime India Pvt. Ltd.  
Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road,  
Pune - 411001  
Phone : +91 20 26160084 / 26161629

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacturer of Foundry Chemicals & Fluxes	0108	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SL.No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Foseco Overseas Limited. Fifth Floor, 265 Fleet Street London EC4A 2AE, United Kingdom	Foreign Company Not Obtained	Holding Company	58.00%	Section 2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholders	Number of Shares held at the beginning of the year - As on 01-01-2020				Number of Shares held at the end of the year - As on 31-12-2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual /HUF	0	0	0	0	0	0	0	0	0
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Governments	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks /Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of Shareholders	Number of Shares held at the beginning of the year - As on 01-01-2020				Number of Shares held at the end of the year - As on 31-12-2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals				0.00				0.00	
b) Other- Individuals				0.00				0.00	
c) Bodies Corporates	4788845	0	4788845	74.98	4788845	0	4788845	74.98	0.00
d) Banks / Financial Institutions				0.00				0.00	
e) Any other				0.00				0.00	
<b>Sub-total (A) (2) :</b>	<b>4788845</b>	<b>0</b>	<b>4788845</b>	<b>74.98</b>	<b>4788845</b>	<b>0</b>	<b>4788845</b>	<b>74.98</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) (A) = (A)(1) + (A)(2)</b>	<b>4788845</b>	<b>0</b>	<b>4788845</b>	<b>74.98</b>	<b>4788845</b>	<b>0</b>	<b>4788845</b>	<b>74.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds				0.00				0.00	0.00
b) Banks / Financial Institutions	809	200	1009	0.02	0	200	200	0.00	-0.01
c) Central Government(s)				0.00				0.00	0.00
d) State Government(s)				0.00				0.00	0.00
e) Venture Capital Funds				0.00				0.00	0.00
f) Insurance Companies				0.00				0.00	0.00
g) Foreign Institutional Investors (FII)	4057	0	4057	0.06	0	0	0	0.00	-0.06
h) Foreign Venture Capital Funds				0.00				0.00	0.00
i) Others (Specify)				0.00				0.00	0.00
<b>Sub-total (B) (1) :</b>	<b>4866</b>	<b>200</b>	<b>5066</b>	<b>0.08</b>	<b>0</b>	<b>200</b>	<b>200</b>	<b>0.00</b>	<b>-0.08</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corporates									
i) Indian	88538	1221	89759	1.41	77139	1221	78360	1.23	-0.18
ii) Overseas	733226	0	733226	11.48	733226	0	733226	11.48	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	594667	48531	643198	10.07	619083	46302	665385	10.42	0.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	51600	0	51600	0.81	36600	0	36600	0.57	-0.23
c) NBFCs registered with RBI	1730	0	1730	0.03	0	0	0	0.00	-0.03
d) Investor Education & Protection Fund	25616	0	25616	0.40	26936	0	26936	0.42	0.02
e) Others (specify)	47379	40	47419	0.74	56767	140	56907	0.89	0.15
<b>Sub-total (B) (2) :</b>	<b>1542756</b>	<b>49792</b>	<b>1592548</b>	<b>24.94</b>	<b>1549751</b>	<b>47663</b>	<b>1597414</b>	<b>25.01</b>	<b>0.08</b>
<b>Total Public Shareholding (B) (B) = (B)(1) + (B)(2)</b>	<b>1547622</b>	<b>49992</b>	<b>1597614</b>	<b>25.02</b>	<b>1549751</b>	<b>47863</b>	<b>1597614</b>	<b>25.02</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>6336467</b>	<b>49992</b>	<b>6386459</b>	<b>100</b>	<b>6338596</b>	<b>47863</b>	<b>6386459</b>	<b>100</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

SI No	Shareholder's Name	Number of Shares held at the beginning of the year - As on 01-01-2020			Number of Shares held at the end of the year - As on 31-12-2020			% change in shareholding during the year
		No of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares	
1	Foseco Overseas Limited	3704219	58.00	0	3704219	58.00	0	0.00
2	Foseco (U K) Limited	540560	8.46	0	540560	8.46	0	0.00
3	Vesuvius Holdings Limited	544066	8.52	0	544066	8.52	0	0.00
	<b>TOTAL</b>	<b>4788845</b>	<b>74.98</b>	<b>0</b>	<b>4788845</b>	<b>74.98</b>	<b>0</b>	<b>0.00</b>

**(iii) Change in Promoter's Shareholding (please specify if there is no change)**

SI No	Promoters' Shareholding	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	At the beginning of the year  Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc ) :  At the end of the year	4788845	74.98	No Change in Shareholding during the Year	
				4788845	74.98

**(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs )**

SI No	Details of the Top 10 Shareholders	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	<b>Karibu Limited</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	733226	11.48	No Change during the year	
				733226	11.48
2	<b>IEPF Authority - Ministry of Corporate Affairs</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	25616	0.40	No Change during the year	
	<b>Date Reason</b> 09.11.2020 Transfer	1320	0.02	26936	0.42
				26936	0.42
3	<b>Nozer Jasi Shroff</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	23000	0.36	No Change during the year	
				23000	0.36

SI No	Details of the Top 10 Shareholders	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
4	<b>Shree Capital Services Limited</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	15309	0.24	No Change during the year 15309	0.24
5	<b>Digvijay Finance Limited</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	14377	0.23	No Change during the year 14377	0.23
6	<b>V Srinivasa Rangan</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	13600	0.21	No Change during the year 13600	0.21
7	<b>NBI Industrial Finance Co. Ltd.</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	8887	0.14	No Change during the year 8887	0.14
8	<b>Arvind Baburao Joshi</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	7777	0.12	No Change during the year 7777	0.12
9	<b>Aparnaa Sarees Pvt. Ltd.</b> a) At the Beginning of the Year b) Changes during the Year	3676	0.06		
		<b>Date</b>	<b>Reason</b>		
		10.01.2020	Sale	-146	0.00
		27.03.2020	Purchase	91	0.00
		19.06.2020	Purchase	58	0.00
		26.06.2020	Purchase	632	0.01
		10.07.2020	Sale	-362	-0.01
		17.07.2020	Purchase	161	0.00
		24.07.2020	Purchase	35	0.00
		14.08.2020	Sale	-173	0.00
		25.09.2020	Sale	-70	0.00
		20.11.2020	Purchase	351	0.01
		27.11.2020	Purchase	467	0.01
		04.12.2020	Purchase	98	0.00
		25.12.2020	Purchase	431	0.01
		31.12.2020	Purchase	434	0.01
	c) At the end of the year			5683	0.09

SI No	Details of the Top 10 Shareholders	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
10	<b>Danesh Boman Irani</b> a) At the Beginning of the Year b) Changes during the Year Date Reason 27.03.2020 Purchase c) At the end of the year	3008	0.05	5647	0.09
11	<b>Suchitra Ganesh Shanbag</b> a) At the Beginning of the Year b) Changes during the Year Date Reason 6.11.2020 Sale 13.11.2020 Sale 20.11.2020 Sale 27.11.2020 Sale 04.12.2020 Sale 11.12.2020 Sale c) At the end of the year	15000	0.23	14000	0.22
12	<b>Anand Rathi Global Finance Limited</b> a) At the Beginning of the Year b) Changes during the Year Date Reason 10.01.2020 Purchase 17.01.2020 Purchase 24.01.2020 Purchase 31.01.2020 Sale 07.02.2020 Sale 14.02.2020 Sale 06.03.2020 Sale c) At the end of the year	10600	0.17	0	0.00

**(v) Shareholding of Directors and Key Managerial Personnel:**

SI No	Name of the Directors and KMP	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	<b>Mr. Ravi Moti Kirpalani</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil	Nil	Nil
2	<b>Mr. Ajit Shah</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil	Nil	Nil

SI No	Name of the Directors and KMP	Shareholding at the beginning of the year - As on 01-01-2020		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
3	<b>Mr. Sanjay Mathur</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
4	<b>Mr. Guy Franklin Young</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
5	<b>Ms. Anita Belani</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
6	<b>Ms. Karena Cancilleri</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
7	<b>Mr. R Umesh, CFO</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	1	0.00 No Change during the year	1	0.00
8	<b>Mr. Mahendra Kumar Dutia, Company Secretary</b> a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year i.e. on 01.01.2020</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total ( i + ii + iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the Financial Year</b>				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the Financial Year i.e as on 31.12.2020</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total ( i + ii + iii)</b>	Nil	Nil	Nil	Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Wholetime Directors and/or Manager :**

SI No	Particulars of Remuneration	Sanjay Mathur - Managing Director	Total Amount
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	273.60 235.06	273.60 235.06
2	Stock Option		
3	Sweat Equity		
4	Commission - As a % of Profit - Others , specify		
5	Others, please specify		
<b>TOTAL (A)</b>		<b>508.66</b>	<b>508.66</b>
<b>Ceiling as per the Act</b>		<b>Being 5% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013</b>	

**B. Remuneration to other Directors :**

Particulars of Remuneration	Independent Directors				Total Amount in Rs. Lakhs
	Ravi Moti Kirpalani	Ajit Shah	Anita Belani	Indira Parikh	
Fee for attending Board/Committee Meetings	8.30	8.30	8.30	-	24.90
Commission	7.70	7.00	3.72	1.67	20.09
Others, please specify					-
<b>Total (1)</b>	<b>16.00</b>	<b>15.30</b>	<b>12.02</b>	<b>1.67</b>	<b>44.99</b>
Other Non-Executive Directors					
Other Non-Executive Directors	Guy Frankin Young	Karena Cancilleri			Total Amount in Rs. Lakhs
Fee for attending Board/Committee Meetings	-	-			-
Commission	-	-			-
Others, please specify					-
<b>Total (2)</b>					
<b>TOTAL (B) = (1 + 2)</b>	<b>16.00</b>	<b>15.30</b>	<b>12.02</b>	<b>1.67</b>	<b>44.99</b>
<b>Total Managerial Remuneration</b>					<b>553.65</b>
<b>Overall Ceiling as per the Act</b>	<b>Being 6% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013</b>				

## C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SI No	Particulars of Remuneration	Key Managerial Personnel		
		R Umesh - CFO	Mahendra Kumar Dutia - Company Secretary	Total Amount in Rs. Lakhs
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	75.60	30.59	106.19
2	Stock Option			
3	Sweat Equity			
4	Commission - As a % of Profit - Others , specify	15.66	2.56	18.22
5	Others, please specify			
	<b>TOTAL</b>	<b>91.26</b>	<b>33.15</b>	<b>124.41</b>

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

For and on behalf of the Board of Directors

Place: Gurgaon  
Date: 10 February 2021Ravi Moti Kirpalani  
Chairperson  
DIN: 02613688