

# RAJESH KARUNAKARAN & CO

## COMPANY SECRETARIES

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

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### 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 E-Voting conducted by the Company to transact the items of agenda as contained in the Notice dated 1<sup>st</sup> February 2018 in respect of the Annual General Meeting of the Company held on Tuesday, 24<sup>th</sup> April 2018 at the Registered office of the Company.

1. In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Board of Directors to the E-Voting process for passing the items on the agenda as contained in the Notice dated 1<sup>st</sup> February 2018 of the Annual General Meeting (AGM) held at the Registered Office of the Company.
2. In terms of the aforesaid Notice, E – Voting was open for four days from 10.00 a.m. on Friday 20<sup>th</sup> April 2018 until 5.00 p.m. on Monday, 23<sup>rd</sup> April 2018. Members were required to cast electronically conveying their assent or dissent in respect of the Ordinary Resolutions on the E-Voting platform provided by Central Depository Securities Limited (CDSL).
3. As required, I unlocked the data from the E-Voting platform provided by CDSL after 1.15 p.m. on Tuesday, 24<sup>th</sup> April 2018 in the presence of Mr. Manoj Kalani and Mr. Subhash Adawal, Independent Witnesses.
4. Based on the E-Voting data downloaded from CDSL, following are the results of E-Voting in respect of each of the resolutions mentioned in the aforesaid Notice of the AGM.

Item No. 1 of the Notice - To receive consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> December 2017, the statement of Profit and Loss and the Cash Flow statement for the financial year ended on that date including any explanatory note annexed thereto or forming part of the aforementioned documents together with 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	No of votes in favour	No of votes against	% of Votes in favour	% of Votes against



				shares			on votes Polled	on votes Polled
Promoter and Promoter Group	E-voting	4788845	4788845	100	4788845	Nil	100	Nil
Public Institutions	E-voting	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
Total		6386459	4789829	74.99	4789829	Nil	100	Nil

Result: Passed unanimously.

Item No. 2 of the Notice- . To confirm the payment of two interim dividends on Equity shares aggregating to Rs. 13 per equity share (130%) on a equity share of Rs. 10/- each and to declare final dividend of Rs. 12 per equity share (i.e 120% ) on the Equity shares of the Company for the financial year ended 31<sup>st</sup> December 2017 .

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	Nil	100	Nil
Public Institutions	E-voting	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil





Total		6386459	4789829	74.99	4789829	Nil	100	Nil
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Result: Passed unanimously.

Item No. 3 of the Notice- To appoint a Director in place of Ms. Merryl France Durrenbach (DIN 06920690) as a Director of the company who retires by rotation and being eligible offers herself for reappointment .

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	Nil	100	Nil
Public Institutions	E-voting	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
Total		6386459	4789829	74.99	4789829	Nil	100	Nil

Result: Passed unanimously.

Item No. 4 of the Notice- To ratify the appointment of Price Waterhouse Chartered Accountants LLP ( Firm Regn. No. 012754N/N500016) 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	Nil	100	Nil
Public Institutions	E-voting	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
Total		6386459	4789829	74.99	4789829	Nil	100	Nil

Result: Passed unanimously.

Item No. 5 of the Notice- Ratification of the remuneration payable to Joshi Apte & Associates , Cost Accountants in the capacity of cost auditor for the year ended 31<sup>st</sup> 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	Nil	100	Nil
Public Institutions	E-voting	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
Total		6386459	4789829	74.99	4789829	Nil	100	Nil

Result: Passed unanimously.



Thank you.

Yours truly,



Rajesh Karunakaran  
Company Secretary

Membership No. - FCS 7441

C.P. No. 6581

Pune - 24<sup>th</sup> April 2018