

CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH POLL PAPER

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act , 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules , 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015)

To:

Mr. Pradeep Mallick
Chairman
61st Annual General Meeting
of the Shareholders of
Foseco India Limited
held on Tuesday , 24th April 2018 at
the Registered Office of the Company at ,
Gat No. 922&923 , Sanaswadi , Taluka Shirur
Pune – 412 208, Maharashtra at 1200 Hrs. (IST)

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of section 108 and section 109 of the Companies Act , 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules , 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. I , Rajesh Karunakaran, Practicing Company Secretary (F.C.S. No. 7441) ,appointed as Scrutinizer by :

(I) the Board of Directors of Foseco India Limited (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act , 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules 2015 as amended and

(II) the Chairman of the 61st Annual General Meeting (AGM) on Poll under the Provisions of Section 109 of the 2013 Act read with Rule 21 of Rules , on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the Members of the Company held on Tuesday , 24th April 2018 at the Registered Office of the Company at Gat No. 922&923 , Sanaswadi , Taluka Shirur Pune – 412 208, Maharashtra.

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the poll is restricted to make a Scrutinizers Report



of the votes cast in favour or against the resolutions stated above, based on reports generated from the remote e-voting system provided by Central Depository Services Limited, the authorised agency engaged by the Company to provide remote e-voting facilities for remote e-voting and based on the Physical votes cast by ballot by Members/Proxies at the AGM.

3. I have issued separate Scrutinizer's report dated 24th April 2018 on the votes exercised through remote e-voting and report dated 24th April 2018 on the Poll on the resolutions contained in the Notice to the AGM. As requested by management I submit herewith my consolidated report of votes exercised through remote e-voting together with that of votes exercised through Poll as under :

4. The Remote e-voting period remained open from 10.00 a.m. (IST) on Friday, 20th April 2018 until 5.00 p.m. (IST) on Monday, 23rd April 2018.

5. The Cut -Off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was Tuesday, 17th April 2018 (Item No. 1 to 5) as set out in the Notice of the 61st Annual General Meeting of Foseco India Limited.

6. The votes cast through remote e-voting facility were unblocked on 24th April 2017 after 1.15 p.m. (after the conclusion of the 61st Annual General Meeting) in the presence of Mr. Manoj Kalani and Mr. Subhash Adawal who are not in the employment of the Company.

7. Thereafter, the details, containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services Limited (CDSL).

8. The combined results of the remote e-voting and poll are as under :

Date of the Annual General Meeting	24 th April 2018
Total Number of shareholders on the Record date	8200
No of shareholders present in the Meeting either in Person or through Proxy :	34
Promoters and Promoter Group	3
Public	31
No of shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NIL
Public	



Item No. 1 of the Notice - To receive consider and adopt the Audited Balance Sheet of the Company as at 31st 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 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	-	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
	Physical		23148	1.47	23148	Nil	100	Nil
Total		6386459	4812977	75.36	4812977	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 31st 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	-	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
	Physical		23148	1.47	23148	Nil	100	Nil
Total		6386459	4812977	75.36	4812977	Nil	100	Nil

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	-	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
	Physical		23148	1.47	23148	Nil	100	Nil
Total		6386459	4812977	75.36	4812977	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	-	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
	Physical		23148	1.47	23148	Nil	100	Nil
Total		6386459	4812977	75.36	4812977	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 31st 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	E-voting	4788845	4788845	100	4788845	Nil	100	Nil



Group								
Public Institutions	-	30254	-	-	-	-	-	-
Public Non Institutions	E-voting	1567360	984	0.06	984	Nil	100	Nil
	Physical		23148	1.47	23148	Nil	100	Nil
Total		6386459	4812977	75.36	4812977	Nil	100	Nil

Result: Passed unanimously.

The Register, other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thank you.

Yours truly,



Rajesh Karunakaran
Company Secretary



Membership No. -FCS 7441

C.P. No. 6581

24th April 2018