

RAJESH KARUNAKARAN
COMPANY SECRETARY
C.P. NO. 6581

204 Pragati Towers, Opp. Shivajinagar S.T. Stand, Shivajinagar, Pune – 411 005
Tel.No.: 020- 3022 4146 -M- 9890320874
=====

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 of the
59th Annual General Meeting
of the Shareholders of
Foseco India Limited
held on Tuesday , 26th April 2016 at
the Registered Office of the Company ,
Gat No. 922&923 , Sanaswadi , Taluka Shirur
Pune – 412 208, Maharashtra at 1200 Hrs. (IST)

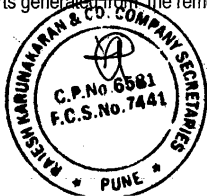
Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies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

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 the 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 59th 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, 26th April 2015 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 27th April 2016 on the votes exercised through remote e-voting and report dated 27th April 2016 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 ,22nd April 2016 until 5.00 p.m. (IST) on Monday, 25th April 2016.

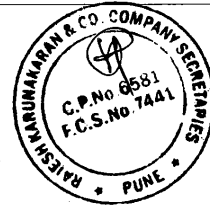
5. The Cut –Off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was Tuesday, 19th April 2016 (Item No. 1 to 7) as set out in the Notice of the 59th Annual General Meeting of Foseco India Limited.

6. The votes cast through remote e-voting facility were unblocked on 26th April 2016 after 1.00 p.m. in the presence of Mr. Amar Mulik and Mr. Manoj Kalani 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 (CSDL).

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

Date of the Annual General Meeting	26 th April 2016
Total Number of shareholders on the AGM date	7576
No of shareholders present in the Meeting either in Person or through Proxy:	40
Promoters and Promoter Group	3
Public	37
No of shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NIL
Public	



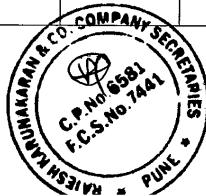
Item No. 1 of the Notice - Adoption of the Annual Accounts for the year ended 31st December 2015 along with report of the Board of Directors and Auditors thereon.

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	EVOTING	4788845	4788845	100.00	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4788845	4788845	100.00	4788845	0	100
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4818	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.0750	1195	0	100.00	0.0000
	PHYSICAL		555	0.0348	555	0	100.00	0.0000
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		1592796	1750	0.1099	1750	0	100.00
Total	GRAND TOTAL	6386459	4790595	75.0118	4790595	0	100.00	0

Result: Passed with requisite majority

Item No. 2 of the Notice- To confirm payment of interim dividends aggregating Rs.19.50 per equity share for year ended 31st December 2015 and to declare final dividend of Rs. 7/- per equity share for the year ended 31st December 2015.

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	EVOTING	4788845	4788845	100.00	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4788845	4788845	100.00	4788845	0	100



	TOTAL	4788845	4788845	100.00	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4818	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.0750	1195	0	100.00	0.0000
	PHYSICAL		555	0.0348	555	0	100.00	0.0000
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		1592796	1750	0.1099	1750	0	100.00
Total	GRAND TOTAL	6386459	4790595	75.0118	4790595	0	100.00	0

Result: Passed with requisite majority

Item No. 3 of the Notice- Appointment of Mr. Merryl France Durrenbach as a Director of the Company retiring by rotation.

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	EVOTING	4788845	4788845	100.00	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4788845	4788845	100.00	4788845	0	100
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4818	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.0750	1195	0	100.00	0.0000
	PHYSICAL		555	0.0348	555	0	100.00	0.0000
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		1592796	1750	0.1099	1750	0	100.00
Total	GRAND TOTAL	6386459	4790595	75.0118	4790595	0	100.00	0

Result: Passed with requisite majority



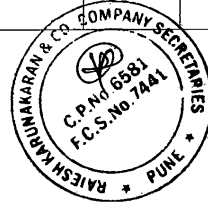
Item No. 4 of the Notice- Ratification of Appointment of BSR & Associates LLP as Statutory Auditors and to fix their remuneration

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	EVOTING		4788845	100.00	4788845	0	100	0
	PHYSICAL	4788845	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	100.00	4788845	0	100	0
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT	4818	-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING		1195	0.0750	1195	0	100.00	0.0000
	PHYSICAL		555	0.0348	555	0	100.00	0.0000
	POSTAL BALLOT	1592796	-	-	-	-	-	-
	TOTAL	1592796	1750	0.1099	1750	0	100.00	0
Total	GRAND TOTAL	6386459	4790595	75.0118	4790595	0	100.00	0

Result: Passed with requisite majority

Item No. 5 of the Notice- Appointment of Mr. Glenn Allan Cowie as a Director of the Company.

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	EVOTING		4788845	100.00	4788845	0	100	0
	PHYSICAL	4788845	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	100.00	4788845	0	100	0



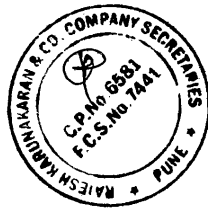
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		4818	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.0750	1195	0	100.00	0.0000
	PHYSICAL		555	0.0348	555	0	100.00	0.0000
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL		1592796	1750	0.1099	1750	0	100.00
Total	GRAND TOTAL	6386459	4790595	75.0118	4790595	0	100.00	0

Result: Passed with requisite majority

Item No. 6 of the Notice- Re-appointment of Mr. Sanjay Mathur as Managing Director of the Company and fixation of his 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	EVOTING	4788845	4788845	100.00	4788845	0	100	0	
	PHYSICAL		-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL		4788845	4788845	100.00	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-	
	PHYSICAL		-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL		4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.0750	282	913	23.5983	76.4017	
	PHYSICAL		555	0.0348	555	0	100.00	0.0000	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL		1592796	1750	0.1099	837	913	47.8286	52.1714
Total	GRAND TOTAL	6386459	4790595	75.0118	4789682	913	99.9809	0.0191	

Result: Passed with requisite majority



Item No. 7 of the Notice- Ratification of the remuneration payable to the Cost Auditor for year ending 31st December 2016.

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	EVOTING		4788845	100.00	4788845	0	100	0
	PHYSICAL	4788845	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	100.00	4788845	0	100	0
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING		1195	0.0750	1182	13	98.9121	1.0879
	PHYSICAL	1592796	555	0.0348	555	0	100.000	0.0000
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1750	0.1099	1737	13	99.2571	0.7429
Total	GRAND TOTAL	6386459	4790595	75.0118	4790582	13	99.9997	0.0003

Result: Passed with requisite majority

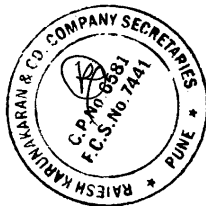
The Register, other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thank you.

Yours truly,



Rajesh Karunakaran
Company Secretary



Membership No. -FCS 7441
C.P. No. 6581
27th April 2016