

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

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 of the 59th Annual General Meeting of the Company held on Tuesday , 26th April 2016 at the Registered office of the Company at Gat No. 922&923 , Sanaswadi , Taluka Shirur Pune – 412 208, Maharashtra .

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) as amended , 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 of the 59th Annual General Meeting (AGM) held at the Registered office of the Company at Gat No. 922&923 , Sanaswadi , Taluka Shirur Pune – 412 208, Maharashtra .

2. In terms of the aforesaid Notice , E – Voting was open from 10.00 a.m. (IST) on Friday ,22nd April 2016 until 5.00 p.m. (IST) on Monday , 25th April 2016. 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 Services Limited (CDSL) .

3. As required , I unlocked the data from the E- Voting platform provided by CDSL after 1.00 p.m. on Tuesday , 26th April 2016 in the presence of Mr. Amar Mulik and Mr. Manoj Kalani , Independent Witnesses.

4. Based on the E-Voting data downloaded from CSDL , 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 - 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	EVOTING		4788845	74.98	4788845	0	100	0	



Promoter Group		4788845						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1195	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1195	0	100	0
Total	GRAND TOTAL	6386459	4790040	75.00	4790040	0	100	0

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	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1195	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1195	0	100	0



Total	GRAND TOTAL	6386459	4790040	75.00	4790040	0	100	0
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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	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1195	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1195	0	100	0
Total	GRAND TOTAL	6386459	4790040	75.00	4790040	0	100	0

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	4788845	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL		-	-	-	-	-	-



	BALLOT							
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1195	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1195	0	100	0
Total	GRAND TOTAL	6386459	4790040	75.00	4790040	0	100	0

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	4788845	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1195	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1195	0	100	0
Total	GRAND TOTAL	6386459	4790040	75.00	4790040	0	100	0



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	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0
Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	282	913	23.60	76.40
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	282	913	23.60	76.40
Total	GRAND TOTAL	6386459	4790040	75.00	4789127	913	99.98	0.02

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	4788845	74.98	4788845	0	100	0
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	4788845	74.98	4788845	0	100	0



Public Institutions	EVOTING	4818	-	-	-	-	-	-
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	1195	0.02	1182	13	98.91	1.09
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	1195	0.02	1182	13	98.91	1.09
Total	GRAND TOTAL	6386459	4790040	75.00	4790027	13	99.99	0.01

Thank you.

Yours truly,




Rajesh Karunakaran
Company Secretary

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

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

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 Physical Poll Voting conducted by the Company to transact the items of agenda as contained in the Notice of the 59th Annual General Meeting of the Company held on Tuesday , 26th April 2016 at the Registered office of the Company at Gat No. 922&923 , Sanaswadi , Taluka Shirur Pune – 412 208, Maharashtra .

1. On completion of Poll by the members of the Company, the votes were reconciled with the records maintained by the Company /Registrar and Transfer Agents of the Company and the Authorizations lodged with the Company .

2. The results of the Poll are as under:

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							
	PHYSICAL		-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL	4788845	-	-	-	-	-	-	
Public Institutions	EVOTING								
		4818							
	PHYSICAL		-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
TOTAL	4818	-	-	-	-	-	-		
Public Non Institutions	EVOTING	1592796							
	PHYSICAL		555	0.01	555	0	100	0	
	POSTAL		-	-	-	-	-	-	



	BALLOT							
	TOTAL	1592796	555	0.01	555	0	100	0
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0

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						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	-	-	-	-	-	-
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-
	PHYSICAL		555	0.01	555	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	555	0.01	555	0	100	0
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0

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						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-



	TOTAL	4788845	-	-	-	-	-	-
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-
	PHYSICAL		555	0.01	555	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	555	0.01	555	0	100	0
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0

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							
	PHYSICAL		-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL	4788845	-	-	-	-	-	-	
Public Institutions	EVOTING		-	-	-	-	-	-	
	PHYSICAL	4818	-	-	-	-	-	-	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL	4818	-	-	-	-	-	-	
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-	
	PHYSICAL		555	0.01	555	0	100	0	
	POSTAL BALLOT		-	-	-	-	-	-	
	TOTAL	1592796	555	0.01	555	0	100	0	
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0	

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	No of votes	% of Votes polled on	No of votes in	No of votes	% of Votes in	% of Votes	



		held	polled	outstanding shares	favour	against	favour on votes Polled	against on votes Polled
Promoter and Promoter Group	EVOTING	4788845						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	-	-	-	-	-	-
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-
	PHYSICAL		555	0.01	555	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	555	0.01	555	0	100	0
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0

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						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	-	-	-	-	-	-
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-
	PHYSICAL		555	0.01	555	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	555	0.01	555	0	100	0



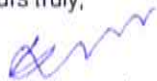
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0
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Item No. 7 of the Notice- Ratification of the remuneration payable to the Cost Auditor for year ending 31st December 2016.

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						
	PHYSICAL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4788845	-	-	-	-	-	-
Public Institutions	EVOTING		-	-	-	-	-	-
	PHYSICAL	4818	-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	4818	-	-	-	-	-	-
Public Non Institutions	EVOTING	1592796	-	-	-	-	-	-
	PHYSICAL		555	0.01	555	0	100	0
	POSTAL BALLOT		-	-	-	-	-	-
	TOTAL	1592796	555	0.01	555	0	100	0
Total	GRAND TOTAL	6386459	555	0.01	555	0	100	0

Thank you.

Yours truly,



Rajesh Karunakaran
Company Secretary



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