



25 January 2019

BSE Limited  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051

**BSE Scrip Code: 500150**

**NSE Symbol: FOSECOIND  
ISIN: INE519A01011**

Dear Sirs,

- Sub: 1. Audited Financial Results for the quarter and year ended 31 December 2018  
2. Recommendation of the Final Dividend  
3. Voluntary Delisting from the Bombay Stock Exchange  
4. Other Matters**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 [SEBI (LODR)], we write to advise that the Board of Directors of the Company, at its Meeting held today i.e., 25 January 2019, have approved the following:

- 1. Audited Financial Results of the Company** for the quarter and year ended 31 December 2018. In compliance with Regulation 33(3)(d) of the SEBI (LODR), as amended from time to time, the Board of Directors have declared that the Statutory Auditors of the Company, Price Waterhouse Chartered Accountants LLP (Firm Registration no. 012754N / N500016) have issued an Audit Report with unmodified opinion on the Annual Audited Financial Results of the Company for the year ended 31 December 2018.

In this regard, we are submitting herewith the following documents:-

- a) The Audited Financial Results of the Company for the quarter and year ended 31 December 2018; and
  - b) The Statutory Auditor's Report on the Financial Results.
- 2. Recommendation of the Final Dividend:** The Board of Directors have recommended payment of a final dividend of Rs. 10/- per equity share (100%) on a paid-up equity share of Rs. 10/- each, for the financial year ended 31 December 2018, subject to approval of the Shareholders' at the forthcoming Annual General Meeting of the Company.
  - 3. Voluntary Delisting from the Bombay Stock Exchange Limited (BSE Limited):** The Board of Directors have decided to delist the Company's Equity Shares from the BSE Limited. However, the Company's Equity Shares will continue to remain listed on the National Stock Exchange of India Limited. All required formalities for delisting will be completed in due course of time.






#### 4. Other Matters:

- i) **Re-appointment of Mr. Sanjay Mathur (DIN 00029858) as the Managing Director:** Mr. Sanjay Mathur's present term of office as a Managing Director comes to an end on 31 March 2019. He is re-appointed by the Board of Directors of the Company for a period of 3 (three) years, with effect from 1<sup>st</sup> April 2019 and ending on 31<sup>st</sup> March 2022. His re-appointment is subject to the approval of the shareholder at the next Annual General Meeting. More information on Mr. Sanjay Mathur is being filed separately.
- ii) **Appointment of a Director – Mr. Guy Franklin Young (DIN 0008334721) as an Additional Director:** On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, has appointed Mr. Guy Franklin Young as an Additional Director on the Board of the Company, with effect from 25 January 2019. More information on Mr. Guy Franklin Young is being filed separately.
- iii) **Amendments to the Articles of Association:** The Board of Directors have adopted the new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and Rules made thereunder. The same is subject to approval of the shareholders at the next Annual General Meeting.

The Meeting of the Board of Directors commenced at 1200 hours and concluded at 1630 hours.

You are requested to take the above information on record.

Yours faithfully,  
For Foseco India Limited

  
**Mahendra Kumar Dutia**  
Controller of Accounts and Company Secretary



Enclosing: as above



**Foseco India Limited**

Registered Office: Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, District Pune – 412208  
 Tele: +91 2137 668100, Fax: +91 2137 668160  
 Website: www.fosecoindia.com, E-mail ID: investor.gneavance@vesuvius.com  
 Corporate Identity Number: L24294PN1958PLC011052

**Statement of unaudited results for the quarter and year ended 31 December 2018**

(All figures in Rupees Lakhs)

| Sr. No.   | Particulars  | Current 3 months ended               | Preceding 3 months ended | Corresponding 3 months ended in the previous year | Current Accounting Year Ended | Previous Accounting Year Ended |
|-----------|--|--------------------------------------|--------------------------|---|-------------------------------|--------------------------------|
|           |  | 31-Dec-2018 Unaudited (Refer note-2) | 30-Sep-2018 Unaudited    | 31-Dec-2017 Unaudited (Refer note-2)              | 31-Dec-2018 Audited           | 31-Dec-2017 Audited            |
| <b>1</b>  | <b>Income from Operations</b>  |                                      |                          |   |                               |                                |
|           | a Revenue from Operations (refer note 4)   | 8,916.40                             | 9,109.04                 | 9,188.96  | 36,215.58                     | 37,868.79                      |
|           | b Other Income   | 119.13                               | 92.16                    | 91.96   | 442.70                        | 253.04                         |
|           | <b>Total Income from Operations (a to b)</b>   | <b>9,035.53</b>                      | <b>9,201.20</b>          | <b>9,280.92</b>                                   | <b>36,658.28</b>              | <b>38,121.83</b>               |
| <b>2</b>  | <b>Expenses</b>  |                                      |                          |   |                               |                                |
|           | a Cost of materials consumed   | 4,904.01                             | 5,206.22                 | 5,512.60  | 20,883.51                     | 20,790.18                      |
|           | b Purchase of Stock in Trade   | 153.86                               | 165.05                   | 93.88   | 608.80                        | 568.89                         |
|           | c Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade                        | 62.86                                | 40.93                    | 55.54   | 20.62                         | (27.81)                        |
|           | d Excise duty  | -                                    | -                        | -   | -                             | 2,109.32                       |
|           | e Employee benefit expense   | 977.44                               | 825.58                   | 726.81  | 3,448.18                      | 3,087.19                       |
|           | f Finance costs  | 0.83                                 | 0.70                     | 11.45   | 208.7                         | 35.26                          |
|           | g Depreciation and amortisation expense  | 102.04                               | 117.35                   | 131.13  | 453.90                        | 534.13                         |
|           | h Other expenses   | 1,694.56                             | 1,517.79                 | 1,534.96  | 6,215.14                      | 6,207.63                       |
|           | <b>Total Expenses (a to h)</b>   | <b>7,895.60</b>                      | <b>7,873.62</b>          | <b>8,066.37</b>                                   | <b>31,651.02</b>              | <b>33,304.79</b>               |
| <b>3</b>  | <b>Profit before tax</b>   | <b>1,139.93</b>                      | <b>1,327.58</b>          | <b>1,214.55</b>                                   | <b>5,007.26</b>               | <b>4,817.04</b>                |
| <b>4</b>  | <b>Tax Expense</b>   |                                      |                          |   |                               |                                |
|           | - Current Tax (net)  | 449.96                               | 475.00                   | 453.12  | 1,841.96                      | 1,688.61                       |
|           | + Deferred Tax charge/ (credit)  | (12.27)                              | (12.80)                  | (21.26)   | (383.5)                       | (289.8)                        |
|           | <b>Total Tax Expense</b>   | <b>437.69</b>                        | <b>462.20</b>            | <b>431.86</b>                                     | <b>1,803.61</b>               | <b>1,659.63</b>                |
| <b>5</b>  | <b>Net Profit for the Period</b>   | <b>702.24</b>                        | <b>865.38</b>            | <b>782.69</b>                                     | <b>3,203.65</b>               | <b>3,157.41</b>                |
| <b>6</b>  | <b>Other comprehensive income, net of income tax</b>   |                                      |                          |   |                               |                                |
|           | a Items that will not be reclassified to profit or loss  |                                      |                          |   |                               |                                |
|           | i Remeasurement of defined employee benefit plans  | (87.76)                              | (12.25)                  | (536.4)   | (124.51)                      | (39.00)                        |
|           | ii Income tax relating to remeasurement of defined benefit plan  | 30.71                                | 4.28                     | 18.52   | 43.51                         | 13.50                          |
|           | <b>Total other comprehensive income, net of income tax</b>   | <b>(57.05)</b>                       | <b>(7.97)</b>            | <b>(35.12)</b>                                    | <b>(81.00)</b>                | <b>(25.50)</b>                 |
| <b>7</b>  | <b>Total comprehensive income for the period (5 +/- 6)</b>   | <b>645.19</b>                        | <b>857.41</b>            | <b>747.57</b>                                     | <b>3,122.65</b>               | <b>3,131.91</b>                |
| <b>8</b>  | <b>Paid up Equity Share Capital (Face Value Rs. 10/- per share)</b>                                    | <b>638.65</b>                        | <b>638.65</b>            | <b>638.65</b>                                     | <b>638.65</b>                 | <b>638.65</b>                  |
| <b>9</b>  | <b>Earnings per equity share (not annualised)</b>  |                                      |                          |   |                               |                                |
|           | Basic and diluted earnings per share (in Rs.)  | 1100                                 | 13.55                    | 12.26   | 5016                          | 4944                           |
| <b>10</b> | <b>Reserves Excluding Revaluation Reserve as per Audited Balance Sheet of Previous Accounting Year</b> |                                      |                          |   | 14,972.15                     | 13,926.78                      |

*[Handwritten signature]*



Statement of Assets and Liabilities as at December 31, 2018

(All figures in Rupees Lakhs)

| Particulars                               | Current Accounting Year Ended 31-Dec-2018 Audited | Previous Accounting Year Ended 31-Dec-2017 Audited |
|---|---|--|
| <b>A ASSETS</b>                           |   |  |
| <b>1 Non-Current Assets</b>               |   |  |
| (a) Property, plant and equipment         | 1,970.04  | 2,277.41   |
| (b) Capital work-in-progress              | 595.95  | 115.27   |
| (c) Other intangible assets               | -   | 0.07   |
| (d) Financial Assets                      |   |  |
| i. Loans                                  | 65.43   | 52.06  |
| (e) Deferred tax assets (net)             | 305.13  | 223.27   |
| (f) Income tax assets (net)               | 30003   | 331.34   |
| (g) Other non-current assets              | 182.67  | 4.91   |
| <b>Total Non-Current Assets</b>           | <b>3,419.25</b>                                   | <b>3,004.33</b>                                    |
| <b>2 Current assets</b>                   |   |  |
| (a) Inventories                           | 2,097.82  | 1,671.15   |
| (b) Financial assets                      |   |  |
| i. Trade receivables                      | 8,700.95  | 10,057.59  |
| ii. Cash and cash equivalents             | 9,239.08  | 7,175.59   |
| iii. Bank balances other than (iii) above | 76.82   | 77.87  |
| iv. Loans                                 | 1,340   | 7.93   |
| v. Other financial assets                 | 26.55   | 20.84  |
| (c) Income tax assets (net)               | 167.04  | -  |
| (d) Other current assets                  | 10,497  | 79.12  |
| <b>Total Current Assets</b>               | <b>20,426.63</b>                                  | <b>19,090.09</b>                                   |
| <b>TOTAL ASSETS</b>                       | <b>23,845.88</b>                                  | <b>22,094.42</b>                                   |

|  |                  |                  |
|--|------------------|------------------|
| <b>B EQUITY AND LIABILITIES</b>  |                  |                  |
| <b>EQUITY</b>  |                  |                  |
| (a) Equity share capital   | 638.65           | 638.65           |
| (b) Other Equity   | 14,972.15        | 13,926.78        |
| <b>Total Equity</b>  | <b>15,610.80</b> | <b>14,565.43</b> |
| <b>LIABILITIES</b>   |                  |                  |
| <b>1 Non-Current Liabilities</b>   |                  |                  |
| (a) Financial liabilities  |                  |                  |
| i. Other financial liabilities   | 1,867.6          | 1,073.8          |
| (b) Provisions   | 47.21            | 20.35            |
| <b>Total Non-Current Liabilities</b>   | <b>233.97</b>    | <b>127.73</b>    |
| <b>2 Current Liabilities</b>   |                  |                  |
| (a) Financial liabilities  |                  |                  |
| i. Trade payables  |                  |                  |
| - Total outstanding dues of micro enterprises and small enterprises                      | 47.65            | 79.03            |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 6,972.58         | 6,270.29         |
| iii. Other financial liabilities   | 548.78           | 499.33           |
| (b) Other current liabilities  | 202.03           | 387.54           |
| (c) Provisions   | 230.07           | 165.07           |
| <b>Total Current Liabilities</b>   | <b>8,001.11</b>  | <b>7,401.26</b>  |
| <b>Total Liabilities</b>   | <b>8,235.08</b>  | <b>7,528.99</b>  |
| <b>TOTAL EQUITY AND LIABILITIES</b>  | <b>23,845.88</b> | <b>22,094.42</b> |



**NOTES:**

- 1 The results have been reviewed by the Audit Committee and approved by the Company's Board of Directors at their respective meetings held on January 25th, 2019. The statutory auditors have carried out the audit for the year ended 31 December 2018 and have issued an unmodified opinion.
- 2 Figures of the quarter ended 31 December 2018 and 31 December 2017 are the balancing figures between audited figures in respect of the relevant full financial year and the published year to date figures up to third quarter of relevant financial year.
- 3 The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs beginning January 1, 2018 with a transition date of January 1, 2017.
- 4 Goods and Service Tax (GST) has been effective from July 1, 2017. Consequently, excise duty, value added tax (VAT), service tax, etc. have been replaced with GST. Until June 30, 2017, 'Sale of products' included the amount of excise duty recovered on sales. With effect from July 1, 2017, 'Sale of products' excludes the amount of GST recovered. Accordingly, revenue from 'Sale of products' and 'Revenue from operations' for the year ended December 31, 2018 are not comparable with those of the previous year.
- 5 The Board of Directors of the Company has recommended payment of a final dividend of Rs. 10/- (100%) on a paid up equity share of Rs. 10/- each for the financial year ended 31 December 2018, subject to the Shareholders' approval at the forthcoming Annual General Meeting. This in addition to 2 interim dividends aggregating to Rs. 15/- (150%) per share, brings the cumulative dividend for the financial year to Rs. 25/- (250%) per share.
- 6 The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is as under. This reconciliation statement has been prepared in accordance with SEBI circular CIR/CFD/FAC/62/2016 issued on July 5, 2016.

| Description                                      | For 3 months period ended in the previous year 31-Dec-2017 (Rs. Lakhs) | Previous Year Ended 31-Dec-2017 (Rs. Lakhs) |
|--|--|---|
| Net profit as per previous GAAP (Indian GAAP)    | 747.57   | 3,131.91                                    |
| Remeasurement of defined employee benefit plans  | 53.64  | 39.00                                       |
| Tax Expense                                      | (18.52)  | (13.50)                                     |
| Net profit as per Ind AS                         | 782.69   | 3,157.41                                    |
| Other comprehensive income, net of income tax    | (35.12)  | (25.50)                                     |
| <b>Total comprehensive income for the period</b> | <b>747.57</b>  | <b>3,131.91</b>                             |

- 7 Reconciliation of total equity as at 31 December 2017 as reported in accordance with Indian GAAP and IND-AS is as under:

| Description                                      | Year ended 31 December 2017 |
|--|-----------------------------|
| Total equity as per previous GAAP ( Indian GAAP) | 14,565.43                   |
| Ind AS adjustments                               | -                           |
| <b>Total equity as per Ind AS</b>                | <b>14,565.43</b>            |

- 8 The Company has only one reportable segment, metallurgical products and services, in accordance with Ind AS 108 - "Operating Segments", notified pursuant to the Companies (Indian Accounting Standard's) Rules, 2015.
- 9 Previous GAAP figures have been reclassified / regrouped to conform to the presentation requirements under Ind AS and the requirements laid down in Division II to the Schedule III of the Companies Act, 2013.

Date: 25th January 2019  
Place: Pune



For FOSECO INDIA LIMITED

*Sanjay Mathur*  
Sanjay Mathur  
Managing Director  
DIN : 00029858

# Price Waterhouse Chartered Accountants LLP

The Audit Committee  
Foseco India Limited,  
Gat Nos. 922 & 923,  
Taluka- Shirur, Sanaswadi,  
Maharashtra – 412208

January 25, 2019

Dear Sirs,

## Independence Discussions

We have been engaged to audit the financial statements of Foseco India Limited (“the Company”) for the year ended December 31, 2018. As the Statutory Auditors of the Company in India, we are required to follow Standard on Auditing (SA) 260 (Revised) - Communication with Those Charged with Governance. SA 260 requires that we communicate in writing with those charged with governance regarding auditor independence.

The India operating firms comprise of Lovelock & Lewes (FRN 301056E), Price Waterhouse (FRN 301112E), Price Waterhouse, Bangalore (FRN 007568S), Price Waterhouse & Co Bangalore LLP (FRN 007567S/S200012), Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E300009), Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), Price Waterhouse & Co (FRN 050032S), Dalal & Shah LLP (FRN 102021W/W100110), Dalal & Shah Chartered Accountants LLP (FRN 102020W/W100040), Choksey Bhargava & Co LLP (FRN 000059N/N500010), Price Waterhouse & Co LLP (FRN 016844N/N500015) (the “Firms”), PricewaterhouseCoopers Professional Services LLP, PricewaterhouseCoopers Private Limited (“PwCPL”) and PricewaterhouseCoopers Bangladesh Private Limited. Assurance services are rendered by the Firms and tax and advisory services are rendered by the firm Price Waterhouse & Co LLP (FRN 016844N/N500015), PricewaterhouseCoopers Professional Services LLP, PricewaterhouseCoopers Bangladesh Private Limited and PwCPL.

The Firms, PwCPL, PricewaterhouseCoopers Professional Services LLP and PricewaterhouseCoopers Bangladesh Private Limited are member firms of the PricewaterhouseCoopers global network of firms (“PwC”).

Each member firm of the PwC network is independently owned and operates as a separate legal entity. PwCPL or PricewaterhouseCoopers Professional Services LLP or PricewaterhouseCoopers Bangladesh Private Limited are not “associated concerns” as defined in the Guidelines for members of the ICAI, Council Guidelines No.1- CA (7)/02/2008 dated August 8, 2008 of the Firms.

For the purposes of SA 260, independence is measured by the Firms individually in compliance with the following (“Independence rules”):

- (a) Guidance Note on Independence of Auditors;
- (b) The Code of Ethics, as issued by the ICAI, to ensure Independence of Auditors; The Chartered Accountants Act, 1949; and The Chartered Accountants Regulations, 1988; and
- (c) The Companies Act, 2013 including the Standards on Auditing, as may be applicable.

Price Waterhouse Chartered Accountants LLP, 7th Floor, Tower A - Wing 1, Business Bay, Airport Road  
Yerwada, Pune – 411 006  
T: +91 (20) 41004444, F: +91 (20) 41006161

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP) identity no: LLPIN AAC-5001 with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)



# Price Waterhouse Chartered Accountants LLP

**Foseco India Limited**

**Independence Discussions with the Audit Committee**

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Under the above independence rules, we are not aware of any relationships between Price Waterhouse Chartered Accountants LLP (FRN 012754N/ N500016 ) and the Company that, in our professional judgement, may reasonably be thought to bear on our independence which have occurred since February 01, 2018, the date of our last letter, through the date of this letter.

We further report total fees charged during the period covered by the financial statements for audit and non-audit services provided by Price Waterhouse Chartered Accountant LLP (FRN 012754N/ N500016) to the Company and components controlled by the Company:

| <b>Engagements</b>                  | <b>Charged during the year</b> |
|-------------------------------------|--------------------------------|
| Statutory Audit and Group Reporting | 34,98,427                      |
| Limited Review of Quarterly Results | 10,50,000                      |
| Audit of Tax accounts and Tax Audit | 7,00,000                       |
| <b>Total</b>                        | <b>52,48,427</b>               |

**Notes:**

1. Amount is excluding GST and out of pocket expenses.
2. The above fees charged do not include an element of contingent fees.

**Outstanding Fees**

There are no significant amounts of fees that have remained unpaid with respect to the professional services rendered by Price Waterhouse Chartered Accountant LLP (FRN 012754/N500016) to the Company prior to the issuance of our audit report.

This report is intended solely for the use of the Audit Committee, the Board of Directors, management, and others charged with governance within the Company and should not be used for any other purposes.

We look forward to discussing with you the matters addressed in this letter as well as other matters that may be of interest to you at the forthcoming Audit Committee meeting on January 25, 2019. We will be prepared to answer any questions you may have regarding our independence as well as other matters.

We would ask the Audit Committee to consider the matters in this report and to confirm that they concur with our conclusion on our independence and objectivity.

Yours faithfully,



Amit Borkar

Price Waterhouse Chartered Accountant LLP ( FRN 012754N/ N500016 )