



Foseco India Limited

Registered Office: Gat Nos. 922 & 923, Sanaswadi,

Taluka Shirur, District Pune – 412208

Tele: +91 (0)2137 668100, Fax: +91 (0)2137 668160,

Website: www.fosecointia.com, E-mail ID: investor.grievance@vesuvius.com

Corporate Identity Number: L24294PN1958PLC011052

Notice to the Members

NOTICE IS HEREBY GIVEN THAT the 63rd Annual General Meeting of the Members of **Foseco India Limited** will be held on **Thursday, 10 September 2020 at 1430 Hours (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)**, to transact the businesses as mentioned below. The venue of the meeting shall be deemed to be the Registered Office of the Company at Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, District Pune - 412 208.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 December 2019, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including the explanatory note annexed to, or forming part of, the aforementioned documents, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of two Interim Dividends on Equity Shares aggregating to Rs. 15 per share (i.e., 150%) on a share of Rs. 10 each of the Company for the financial year ended 31 December 2019.
3. To appoint a Director in place of **Guy Franklin Young (DIN: 08334721)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Anita Belani as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), **Anita Belani (DIN: 01532511)**, who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, with effect from 21 June 2019, and who holds office up to the date of this Annual General Meeting, has submitted declarations that she is eligible for appointment and that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and further proposing herself as a candidate for the office of Director, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from 21 June 2019 and ending on 20 June 2024, not liable to retire by rotation.”

5. **Appointment of Karena Cancilleri as a Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in

force), **Karena Cancelleri (DIN: 08598568)**, who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, with effect from 31 October 2019, and who holds office up to the date of this Annual General Meeting, has submitted a declaration that she is eligible for appointment and that she has given a notice in writing proposing herself as a candidate for the office of Director, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors under Section 160 of the Act be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

6. **Ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2020**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, be and is hereby ratified and confirmed for a sum of Rs. 4,00,000/- (Rupees four lakh only) plus Goods and Services Tax at the applicable rates and reimbursement of out of pocket expenses payable to Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No: 000240) who have been appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year ending on 31 December 2020.”

7. **Payment of commission to Independent Directors of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent (1%) per annum of the net profit of the Company calculated in accordance with the provisions of Section 198 of the Companies Act 2013, be paid as commission to the Independent Directors of the Company, or some or any of them, in such amounts or proportions, as may be determined by the Board of Directors from time to time and in default of such determination equally amongst them, such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from 1 January 2020 and ending on 31 December 2024.”

“RESOLVED FURTHER THAT the payment of commission to the Independent Directors, will be in addition to the sitting fees paid to them for attending the Board / Committee Meetings of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
Gat Nos. 922 & 923,
Sanaswadi, Taluka Shirur,
District Pune 412 208

By Order of the Board of Directors
Mahendra Kumar Dutia
Controller of Accounts & Company Secretary

Date: 23 July 2020



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Special Businesses as set out above is annexed hereto. Further, disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') with respect to details of Directors who are proposed to be appointed / re-appointed is set out in the Explanatory Statement.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 4 September 2020 to Thursday, 10 September 2020 (both days inclusive)**.
4. Members holding shares in identical order of names in more than one folio, are requested to write to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., at Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune - 411 001 (Phone No. 020-2616 1629 / 2616 0084, Email: pune@linkintime.co.in) enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
5. Members are advised to register their Income Tax PAN (including that of joint holders, if any), bank account details, any change in address and/or name, submit National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) mandates, nominations, e-mail address, contact numbers, etc., if not so done, by writing to the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd., at Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune - 411 001 (Phone No. 020-2616 1629 / 2616 0084, Email: pune@linkintime.co.in) for providing efficient and better services. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.
6. Members should kindly note that transfer of securities (except in case of transmission or transposition of securities) in physical form has been discontinued in accordance with SEBI directive. However, transfers are effected if the securities are held in the dematerialised form with the depositories. Members are requested to dematerialise their physical securities if not yet done.
7. Members can avail of the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to Company's RTA. The nomination form can be downloaded from the website of the Company or can be obtained from the RTA. Members holding shares in dematerialised form may contact their respective Depository Participant (DP) for availing this facility.
8. **Transfer of Unclaimed/Unpaid dividends to the Investors Education and Protection Fund (IEPF):** Pursuant to Section 124 of the Companies Act, 2013 read with the relevant Rules, all unclaimed / unpaid dividend remaining unclaimed / unpaid with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid dividend account, will be transferred by the Company to the Investors Education and Protection Fund Account set up by the Central Government. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrants are not encashed so that fresh / re-validated warrants could be issued by the Company. Members can visit the Company's website www.fosecoindia.com to check the details of their unclaimed dividend under the Investors' Section.
9. **Transfer Of Equity Shares To The Investors Education And Protection Fund (IEPF):** In compliance with the requirements laid down in Section 124(6) of the Companies Act, 2013 read with the 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016', the Company has transferred all equity shares in respect of which dividends had remained unpaid or unclaimed by the shareholders for seven consecutive years or more, to the account of the IEPF. However, the Shareholders are entitled to claim their shares

including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF www.iepf.gov.in. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules. The details of the shareholders whose equity shares had been transferred to the Demat Account of the IEPF is available on the website of the Company at URL: fosecoindia.com/View/Information_on_Transfer_of_Shares_to_IEPF.aspx.

10. **Procedure for Attending the AGM Through Video Conference (VC) or Other Audio Visual Means (OAVM):** In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs, Government of India (MCA), has allowed conducting Annual General Meeting through VC or OAVM and has dispensed personal presence of the members at the Meeting. In this regard, the MCA has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (hereinafter these circulars collectively referred to as 'MCA Circulars') and SEBI has issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('SEBI Circular') and in compliance with the provisions of the Companies Act and SEBI Listing Regulations, the Company will conduct its 63rd AGM by providing two-way teleconferencing facility ('VC facility') to its Members through Central Depository Services (India) Limited (CDSL) e-voting platform the details of which are provided below.

- (i) Members are requested to follow the instructions given below to attend and view the live proceedings of the **AGM**:
- Log in on the CDSL website at www.evotingindia.com using your remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN (Electronic Voting Sequence Number) of Company will be displayed. The detailed instructions are given in **Point 17** hereinbelow.
 - Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password or have not registered their e-mail ID with the Company may retrieve the same by following the instructions given in **Point 17** hereinbelow. Further, Members can also use the OTP based login for logging into the e-voting platform of CDSL.
 - Members are encouraged to join the Meeting through Laptop / desktop / I-Pad for better experience and use Internet with a good speed to avoid any disturbance during the AGM. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
- (ii) Members may note that the VC facility allows at least first 1000 members to attend and participate at the AGM on first-come-first-served basis. However, the participation of members holding 2% or more shares, the Promoters, the Institutional Investors, the Directors, the Key Managerial Personnel, Statutory and Cost Auditors, etc., is not restricted on first come first served basis. Members can login and join 15 minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 minutes after the schedule time.
- (iii) Members may note that since the meeting is being held through VC facility, attendance slip is not annexed to the AGM Notice.
- (iv) In accordance with the MCA Circulars the physical attendance of Members has been dispensed with, since the AGM is being conducted through VC/OAVM, and therefore the provision for appointment of proxies by the members will not be available. Accordingly, the proxy form is not annexed to the AGM Notice.



- (v) Members attending the AGM through VC facility shall be counted for quorum as per Section 103 of the Act.
- (vi) The transcript of the meeting will be uploaded on the Company's website: www.fosecointia.com, as soon as it is available from the CDSL.
11. **Inspection of Documents:** Electronic copy of all the documents referred in the AGM Notice and the Explanatory Statement thereto, shall be made available for inspection to members upon login at CDSL e-voting platform at www.evotingindia.com, during the remote e-voting period upto the date of the 63rd AGM. Scan copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding' maintained under Section 170 of the Act and the 'Register of Contract and Arrangements' in which Directors of the Company are interested under Section 189 of the Act, shall be accessible to members during 63rd AGM upon login at CDSL e-voting platform at www.evotingindia.com.
12. **Electronic Dissemination of Notice & Annual Report:** Electronic copy of this Annual Report and the AGM Notice are being sent to those Members whose e-mail IDs are registered with the Company/Depository Participant(s). Members who have not registered their e-mail IDs may get the same registered by sending an e-mail to the Company's Registrar, providing necessary details like Folio No./DPID, Client ID, name and address, scanned copy of the share certificate (front and back) or Client Master Copy, self-attested scanned copy of PAN card and AADHAAR Card.
13. In accordance with the MCA Circulars and relaxation granted by SEBI Circular, hard copy of the Annual Report and the AGM Notice will neither be posted nor made available through courier / postal delivery. Members may also note that the Annual Report and the AGM Notice are available on the Company's website: www.fosecointia.com. Additionally, these can be accessed on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) at www.evotingindia.com.
14. **Corporate Representation:** Corporate members / institutional investors who are members are requested to send a duly certified copy of the Board Resolution / Authority Letter together with attested specimen signature of the duly authorised representative(s) by e-mail to helpdesk.evoting@cdslindia.com with a copy marked to mangesh.kulkarni@linkintime.co.in and investor.grievance@vesuvius.com, from the registered email address, authorising their representative to participate in the remote e-voting or to attend and vote at the AGM, before the start of the e-voting / AGM, by clearing mentioning FOSECO INDIA LIMITED in the subject line.
15. **Member Queries with Respect to Annual Report or Businesses as Stated in the AGM Notice:**
- (i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for the year 2019 or have questions with regard to the financial statements and the matters to be placed at the 63rd AGM, can send their request by providing their name, demat account number / folio number from their registered e-mail ID to investor.grievance@vesuvius.com, at least 48 hours in advance before the start of meeting i.e. by **Tuesday, 8 September 2020, before 1430 Hours (IST)**.
- (ii) Members who wish to ask questions or express their views at the AGM may register themselves as a **'Speaker'** by sending their request by providing their name, demat account number / folio number and mobile number from their registered e-mail ID to investor.grievance@vesuvius.com, at least 48 hours in advance before the start of meeting i.e. by **Tuesday, 8 September 2020, before 1430 Hours (IST) or can register online, half an hour before the start of the meeting – between 1400 Hours (IST) to 1430 Hours (IST) on Thursday, 10 September 2020**, as under:
- Log in to the CDSL website at www.evotingindia.com using your remote e-voting credentials and join the meeting by following the instructions given in **Point 17** hereinbelow.

- Once you are logged in and see the screen for 63rd AGM of the Company, click on 'Chat' option appearing on the meeting window. You need to send your request by providing your name and DPID/ Client ID/Folio Number and Mobile Number to the 'Host' through chat box and register yourself as a Speaker.
- (iii) In case of any query during the meeting, Members may utilize the 'Q&A' option available in the meeting room, and post questions along with their details (DPID/Client ID/ Folio No), registered e-mail ID and mobile number, to enable the Company to respond to their queries either at the meeting, if time permits, or subsequent to the meeting.

Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly.

16. **Route Map:** Route map for the venue of the 63rd AGM is not provided since the meeting is being held through VC facility.

17. **Instruction for Remote Electronic Voting (Remote E-Voting):**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is providing its Members facility to exercise their right to vote on Resolutions proposed to be considered at this AGM by electronic means which includes "remote e-voting" i.e, from a place other than venue of the AGM, provided by Central Depository Services (India) Limited (CDSL).

The instructions for members voting electronically are as under:

- (i) **The voting period begins on Monday, 7 September 2020 at 0900 Hours (IST) and ends on Wednesday, 9 September 2020 at 1700 Hours (IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date being **Thursday, 3 September 2020** will be eligible to vote by electronic means or at the AGM.
 - (ii) The Members should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders / Members" key.
 - (iv) Enter the User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if the Member is registered with CDSL's **EASI / EASIEST** e-services, he / she can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using their login credentials. After log-in, click on e-Voting option and proceed directly to cast your vote electronically.
- (v) Enter the Image Verification as displayed and Click on Login.
 - (vi) If Member holding shares in demat form had logged on to www.evotingindia.com and participated earlier in e-voting of any Company, then they can use their existing password.



- (vii) Members who are first time user, must follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digits' alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company's RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then be directed to the Company selection screen. However, Members holding shares in demat form will be directed to 'Password Creation' menu wherein they are required to mandatorily enter their login and password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN of "FOSECO INDIA LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you shall not be allowed to change your vote subsequently or cast the vote again.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed login and password, he/she can enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote by using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google PlayStore. Apple and Windows phone users can download the app from the Apple Store and the Windows Phone Store respectively. Follow the instructions as prompted by the mobile app while voting, using your mobile.

- (xix) In case Members have any queries or issues regarding attending AGM and e-voting, they may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- II. The facility of e-voting shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the Meeting. If any votes are cast by the Member through the e-voting available during the AGM but the Member does not participate in the meeting through VC/OAVM facility, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the Member attending the meeting.
- III. The Members who have cast their vote by remote e-voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting. If a Member cast their vote again, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- IV. The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the cut-off date of **Thursday, 3 September 2020**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the Meeting. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at pune@linkintime.co.in, mangesh.kulkarni@linkintime.co.in or umesh.sharma@linkintime.co.in. However, if any Member is already registered with CDSL for e-voting then he/she can use his/her existing user ID and password / PIN for casting their vote.
- V. The Company has appointed Rajesh Karunakaran, Practicing Company Secretary (Membership No. FCS 7441, CP No. 6581), as the Scrutiniser, to scrutinise the e-voting process, in a fair and transparent manner.
- VI. The Chairperson shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting facility to all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the e-voting period, a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same and shall declare the result of the voting forthwith.
- VIII. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company www.fosecointdia.com and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges.



Annexure to the Notice of the Annual General Meeting

EXPLANATORY STATEMENTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statement setting out the material facts relating to the business mentioned under Item Nos. 4 and after of the accompanying Notice is annexed herewith.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its Meeting held on 21 June 2019, appointed Anita Belani (DIN: 01532511), as a Non-Executive Additional Independent Director for a term of 5 consecutive years with effect from 21 June 2019, subject to the approval of the Members.

The Independent Directors in their separate meeting held on 28 January 2020 unanimously decided to recommend her appointment after evaluating her performance and accordingly conveyed their decision to the NRC. Accordingly, the NRC of the Board in its Meeting held on the same day recommended to the Board of Directors, Anita Belani's appointment for a term of 5 consecutive years commencing from 21 June 2019 to 20 June 2024. Subsequently, the Board of Directors of the Company at its Meeting held on 29 January 2020, in the absence of Anita Belani, taking cognisance of the feedback received from the Independent Directors as above, determined to continue with the appointment of Anita Belani as an Independent Director, subject to the approval of the Members. In the opinion of the Board, Anita Belani fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and that she is Independent of the Management. The Board also considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director on the Board of the Company, not liable to retire by rotation.

The Company has received declarations from Anita Belani, stating that she is eligible for appointment and that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulation and further that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. She has given her consent to act as a Director of the Company.

In terms of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director up to the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director. Accordingly, her appointment is now being placed before the Members for their approval for five consecutive years commencing from 21 June 2019 and ending on 20 June 2024.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions would be available for inspection by the Members electronically.

Brief Profile along with other details of Anita Belani is provided in the Report on Corporate Governance forming part of the Annual Report. According to Regulation 26(4) of SEBI (LODR) Regulations, Anita Belani does not hold any Equity Shares in the Company either by herself or on a beneficial basis for any person in the Company. She is not related to any of the existing Directors of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item Nos. 4 of the Notice for the approval by the Members of the Company as an **Ordinary Resolution**.

Save and except Anita Belani, none of the Directors, Managers or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on 31 October 2019, recommended the appointment of Karena Cancellori (DIN: 08598568), as a Non-Executive Non-Independent Director to the Board of the Company. She was nominated as a Director on the Board of the Company by Foseco Overseas Limited, the Holding Company. She is an Additional Director on the Board of the Company. Brief Profile along with other details of Karena Cancellori is provided in the Report on Corporate Governance forming part of the Annual Report.

Ms. Cancellori does not hold Directorship in any other Public Limited Listed Company in India except Foseco India Limited. She is a Member of the Nomination and Remuneration Committee of the Board of the Company. She has submitted a declaration that she is not disqualified from being appointed as a Director as provided in Section 152(5) of the Act and that she is eligible for appointment. She has given her consent to act as a Director of the Company.

She does not hold any Equity Shares in the Company either by herself or on a beneficial basis for any persons in the Company. She is not related to any of the existing Directors of the Company.

In the opinion of the Board, Ms. Cancellori fulfils the conditions specified in the Act and the rules framed thereunder for appointment as the Director. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director on the Board of the Company.

In terms of Section 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director up to the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director. Accordingly, the Board recommends the Resolution set out in Item No. 5 of the Notice for the approval by the Members of the Company as an **Ordinary Resolution**.

Save and except, Karena Cancellori, none of the Directors, Managers or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor – Joshi Apte & Associates, Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending on 31 December 2020, at a remuneration of Rs. 4,00,000/- (Rupees four lakh only) plus GST at the applicable rates and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, requires that the remuneration payable to the Cost Auditor shall be ratified by the Members of the Company.

Accordingly, the Board recommends the Resolution set out in Item No. 6 of the Notice for the approval by the Members of the Company as an **Ordinary Resolution**.

None of the Directors, Managers or any key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 7

Members may recall that at the 58th Annual General Meeting of the Company held on 27 March 2015, they had approved the payment of commission not exceeding one percent of the net profits computed in the manner laid down in Section 197 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Independent Directors of the Company for the period of 5 years, commencing from 1 January 2015 and ending on 31 December 2019.



It is proposed to continue with the payment of commission to the Independent Directors in terms of the provision of Section 197 of the Act and the rules made thereunder, in such amounts or proportions, as may be determined by the Board of Directors from time to time, for the further period of 5 years, commencing from 1 January 2020 and ending on 31 December 2024, and for that purpose, the Board recommends the Resolution set out in Item no. 7 of the Notice for the approval by the Members of the Company as a **Special Resolution**.

Save and except the Independent Directors, in their capacity of being the Directors of the Company, none of the other Directors, Managers or any other key managerial personnel or any of their relatives, is / are concerned or interested, whether financially or otherwise, in this Resolution.

Registered Office:
Gat Nos. 922 & 923,
Sanaswadi, Taluka Shirur,
District Pune 412 208

By Order of the Board of Directors
Mahendra Kumar Dutia
Controller of Accounts & Company Secretary

Date: 23 July 2020

Details of Director(s) seeking appointment at the Annual General Meeting

Particulars	Guy Franklin Young
Date of Birth	15 November 1969
Date of Appointment	25 January 2019
Qualifications	Member of the South African Institute of Chartered Accountants
Expertise in specific functional areas	Has held a number of senior financial and business development positions at Anglo American plc from 1997 to 2010, including the position of CFO of Scaw Metals Group, the South African steel products manufacturer. Has served as Chief Financial Officer of Tarmac and latterly Lafarge Tarmac, the British building materials company, from January 2011 to October 2015. Has a wealth of financial and operational insight gained through his extensive international experience in the mining and industrial sectors.
Directorship held in all Public Limited Listed Companies	<ul style="list-style-type: none"> Foseco India Limited
Membership of the Committees in all the Public Limited Listed Companies (only Audit Committee and Stakeholders' Relationship Committee are considered) where he/she is a Director	Audit Committee <ul style="list-style-type: none"> Foseco India Limited
Number of Shares held in the Company	Nil
Relationship with any of the existing Director(s) of the Company	No

Particulars	Anita Belani
Date of Birth	19 January 1964
Date of Appointment	21 June 2019
Qualifications	M.B.A. from XLRI, Jamshedpur and B.A.(Hons) in Economics from Miranda House, University of Delhi.

Particulars	Anita Belani
Expertise in specific functional areas	<p>Has extensive human capital and consulting background to provide strategic leadership solutions to her clients.</p> <p>Responsible for CEO/ Board advisory assignments and specialised in the Private Equity / Venture Capital area in addition to focusing on diversified industrials. Her areas of expertise included helping clients solve their business issues through human capital solutions in such areas as change management, restructuring, organisational effectiveness, succession planning, leadership development and talent management.</p> <p>She was Country Head for Watson Wyatt India and was responsible for building a successful consulting brand for the organisation.</p>
Directorship held in all Public Limited Listed Companies	<ul style="list-style-type: none"> • Foseco India Limited • Redington India Limited
Membership of the Committees in all the Public Limited Listed Companies (only Audit Committee and Stakeholders' Relationship Committee are considered) where he/she is a Director	<p>Stakeholders' Relationship Committee</p> <ul style="list-style-type: none"> • Foseco India Limited <p>Audit Committee</p> <ul style="list-style-type: none"> • Foseco India Limited
Number of Shares held in the Company	Nil
Relationship with any of the existing Director(s) of the Company	No

Particulars	Karena Cancilleri
Date of Birth	13 February 1967
Date of Appointment	31 October 2019
Qualifications	<p>Master's degree in Chemistry from University of Turin in Italy</p> <p>M.B.A. from the University of Strathclyde, Glasgow, United Kingdom.</p>
Expertise in specific functional areas	<p>She was previously VP Engineered Products for Beaulieu International Group, a global specialist in raw chemical materials and semi-finished engineered products for residential and commercial markets.</p> <p>Held management positions in companies such as Shell Chemicals, Kraton Corporation and FiberVisions.</p>
Directorship held in all Public Limited Listed Companies	<ul style="list-style-type: none"> • Foseco India Limited
Membership of the Committees in all the Public Limited Listed Companies (only Audit Committee and Stakeholders' Relationship Committee are considered) where she is a Director	Nil
Number of Shares held in the Company	Nil
Relationship with any of the existing Director(s) of the Company	No