



September 11, 2020

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

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

Scrip Code : 500150

Scrip code : FOSECOIND

Dear Sirs,

Sub: Consolidated Report of the Scrutinizer on Remote e-voting and E-Voting at the AGM

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the Consolidated Report of the Scrutinizer on Remote e-voting and E-Voting at the AGM of all the Resolutions contained in the Notice of the 63rd Annual General Meeting of Foseco India Limited (the Company) held on Thursday, 10th September 2020 through Video Conferencing (VC).

You are requested to take the above Report on record.

Yours faithfully,

For FOSECO INDIA LIMITED



Mahendra Kumar Dutia
Controller of Accounts and Company Secretary

Enclosing: As above

**RAJESH KARUNAKARAN
COMPANY SECRETARY**

C.P. NO. 6581
FCS No. 7441

204 Pragati Towers ,OppShivajinagar S.T. Stand ., Shivajinagar , Pune – 411 005 .M- 9890320874

CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING IN CONNECTION WITH THE ANNUAL GENERAL MEETING OF FOSECO INDIA LIMITED(CINL24294PN1958PLC011052) HELD ON THURSDAY,SEPTEMBER 10,2020 THROUGH VC / OAVM AND DEEMED TO HAVE BEEN HELD AT THE REGISTERED OFFICE OF THE COMPANY AT GAT NOS. 922 AND 923 , SANASWADI, TALUKA: SHIRUR, DISTRICT PUNE – 412208.

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act 2013 read with the Companies(Management and Administration) Rules , 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs, Govt of India (MCA).

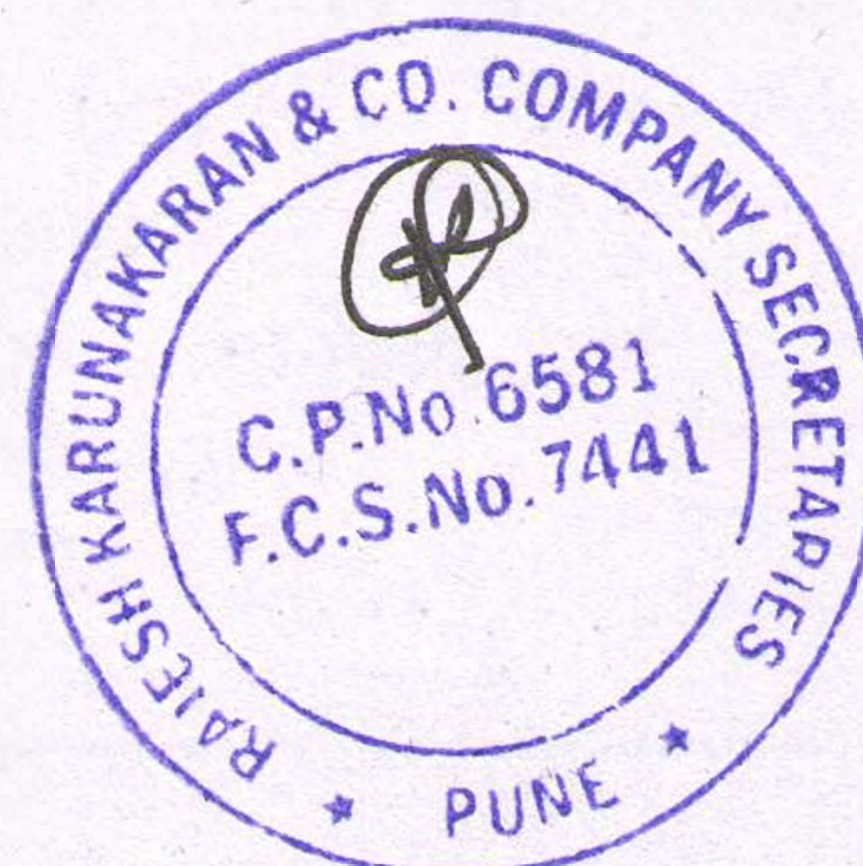
To:
The Chairman,
Foseco India Limited
Gat Nos. 922 and 923, Sanaswadi, Taluka: Shirur,
District Pune – 412208

Dear Sir,

Sub: Passing of Resolutions through Remote E-Voting and E-Voting under the provisions of section 108 of the Companies Act, 2013 including any statutory modification or re-enactment thereof read with the Companies(Management and Administration), Rules 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please refer to your letter dated 23rd July 2020, attaching therewith a copy of the Board Resolution and Notice of the Annual General Meeting(AGM) both dated 23rd July 2020, of Foseco India Limited (“the Company”) and informing me of my appointment as Scrutinizer for the purpose of ascertaining the result of the below mentioned resolutions to be passed by means of Remote E-Voting and E-Voting at the AGM which is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) under the provisions of section 108 of the Companies Act, 2013 including any statutory modification of re-enactment thereof read with the Companies (Management and Administration), Rules 2014 as amended and also read with General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs , Govt of India (MCA) and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and SEBI Regulations relating to offering to shareholders facility of Remote e-voting and E-Voting in respect of the resolutions contained in the Notice of the AGM dated 23rd July 2020. My responsibility as a scrutinizer for the remote e-voting process and E-Voting process is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions stated in the Notice of the AGM, based on reports generated from the remote e-voting system and e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting facilities to the shareholders.



In view of the current extraordinary circumstances arising on account of threat posed by COVID-19 pandemic situation and in accordance with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "the MCA Circular"), the Company has sent the Annual Financial Report for the year ended 31st December 2019 including the Notice of the AGM in electronic form only to the shareholders.

Accordingly, shareholders have exercised the facility of casting electronic votes, casted their votes through the voting platform provided by M/s Central Depository Services (India) Limited (hereinafter referred to as "CDSL" on their official website, the communication of the assent or dissent of the members took place through the remote e-voting and e-voting system only.

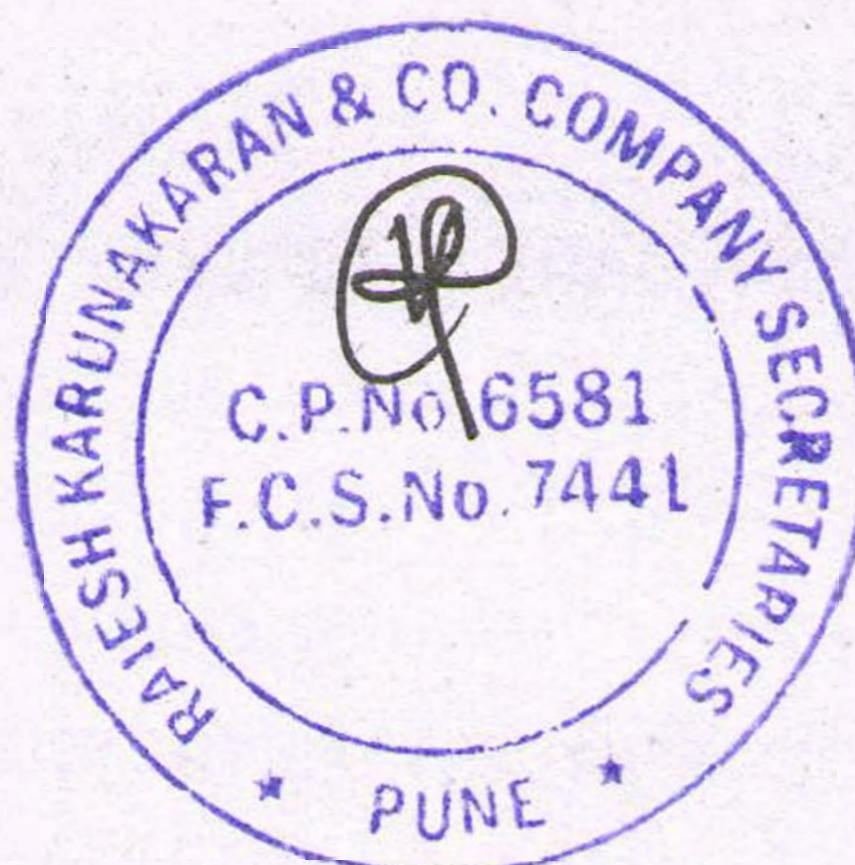
The Company has completed timely dispatch of Annual Report including AGM Notice electronically to those shareholders who have registered their email id with their depositories and whose names appear on the Register of Members/ Records of Depositories as at the close of business hours on Thursday, 3rd September, 2020.

The Remote e-voting period remained open from 9.00 a.m. (IST) on Monday, 7th September, 2020 and ended at 5.00 p.m. on Wednesday, 9th September, 2020. E-voting facility at the AGM commenced from 2.45 p.m. on Thursday, 10th September 2020 and ended at 4.15 p.m. (being the time of conclusion of the AGM i.e. 4.00 p.m. plus an additional 15 Minutes for enabling E-Voting by members).

I have monitored the process of Remote E-Voting and E-Voting through the scrutiniser's secured link provided by CDSL on their official website. The votes cast through remote e-voting facility were downloaded on Thursday, 10th September 2020 (after 4.30 p.m.) in the presence of two witnesses who are not in the employment of the Company.

Summarised Results of Remote E-Voting and E-Voting at the AGM have been combined under the head E-Voting:

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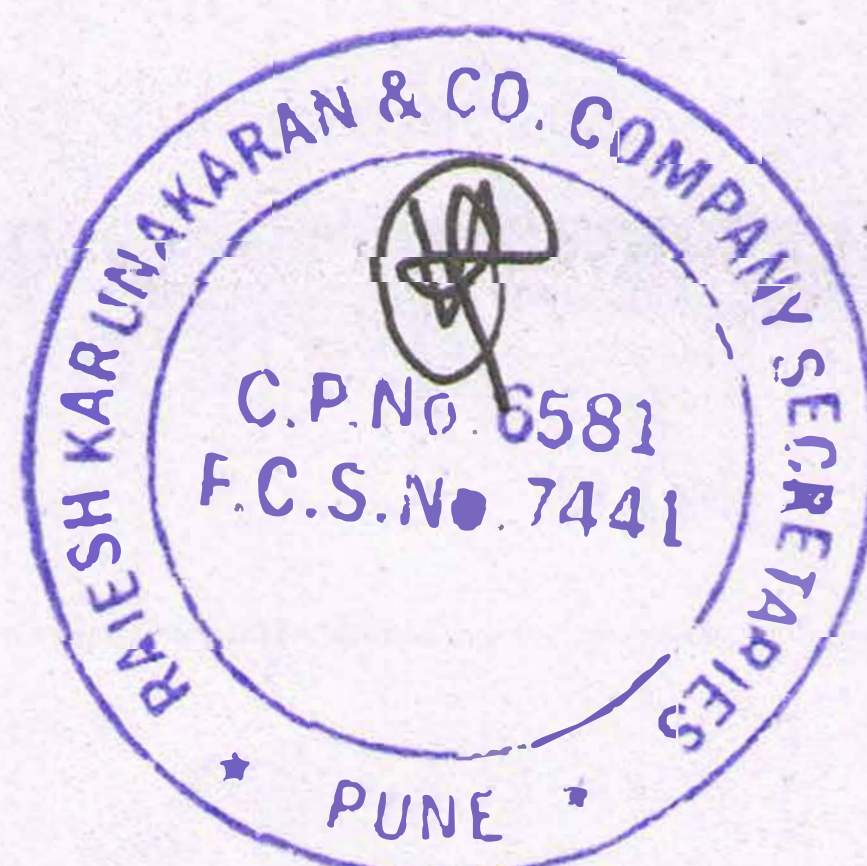


1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 December 2019, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including the explanatory note annexed to, or forming part of, the aforementioned documents, together with the Reports of the Board of Directors and the Auditors thereon.

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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	741011	115	99.9845	0.0155
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	741011	115	99.9845	0.0155
Total		6386459	5529971	86.5890	5529856	115	99.9979	0.0021

Result: Passed with requisite majority

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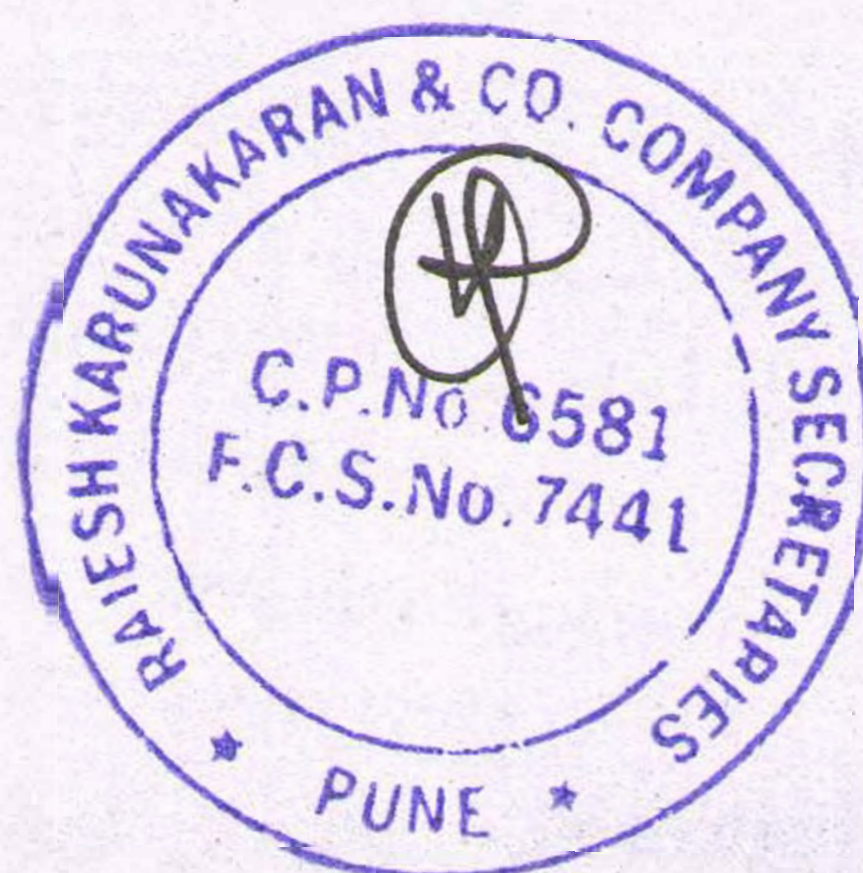


2. To confirm the payment of two Interim Dividends on Equity Shares aggregating to Rs. 15 per share (i.e., 150%) on a share of Rs. 10 each of the Company for the financial year ended 31 December 2019.

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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	741011	115	99.9845	0.0155
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	741011	115	99.9845	0.0155
Total		6386459	5529971	86.5890	5529856	115	99.9979	0.0021

Result: Passed with requisite majority

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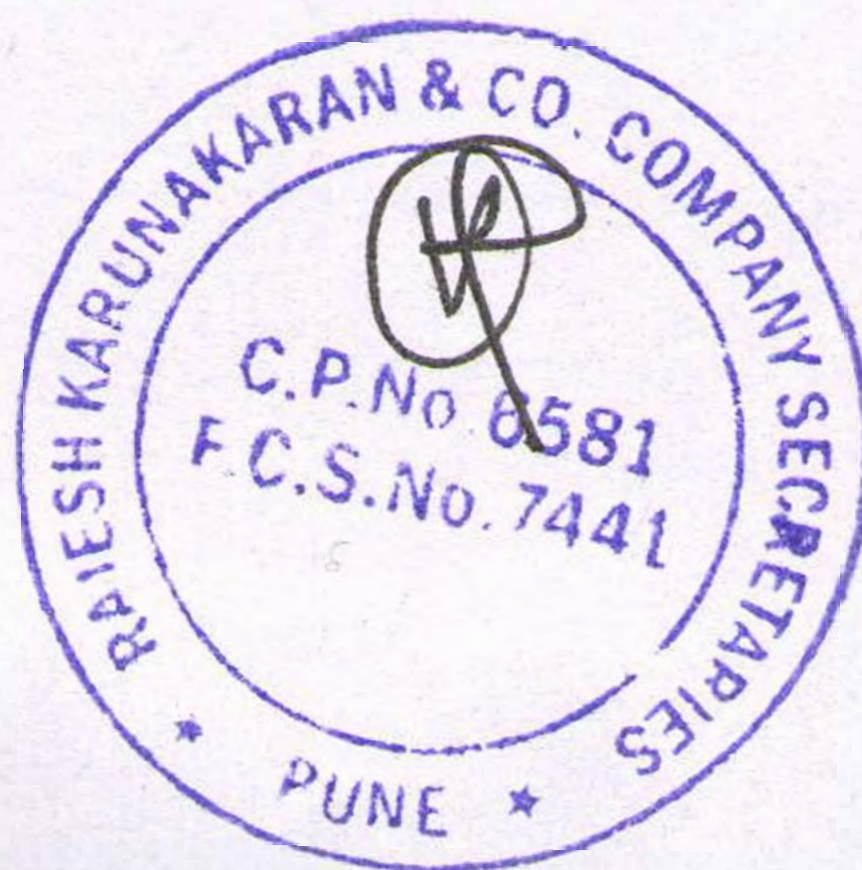


3. To appoint a Director in place of Guy Franklin Young (DIN: 08334721), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required		Ordinary						
Whether Promoter / Promoter Group are interested in the Agenda Resolution		No						
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	740216	910	99.8772	0.1228
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	740216	910	99.8772	0.1228
Total		6386459	5529971	86.5890	5529061	910	99.9835	0.0165

Result: Passed with requisite majority

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

Resolution Required		Ordinary						
Whether Promoter / Promoter Group are interested in the Agenda Resolution		No						
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	739762	1364	99.8160	0.1840
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	739762	1364	99.8160	0.1840
Total		6386459	5529971	86.5890	5528607	1364	99.9753	0.0247

Result: Passed with requisite majority

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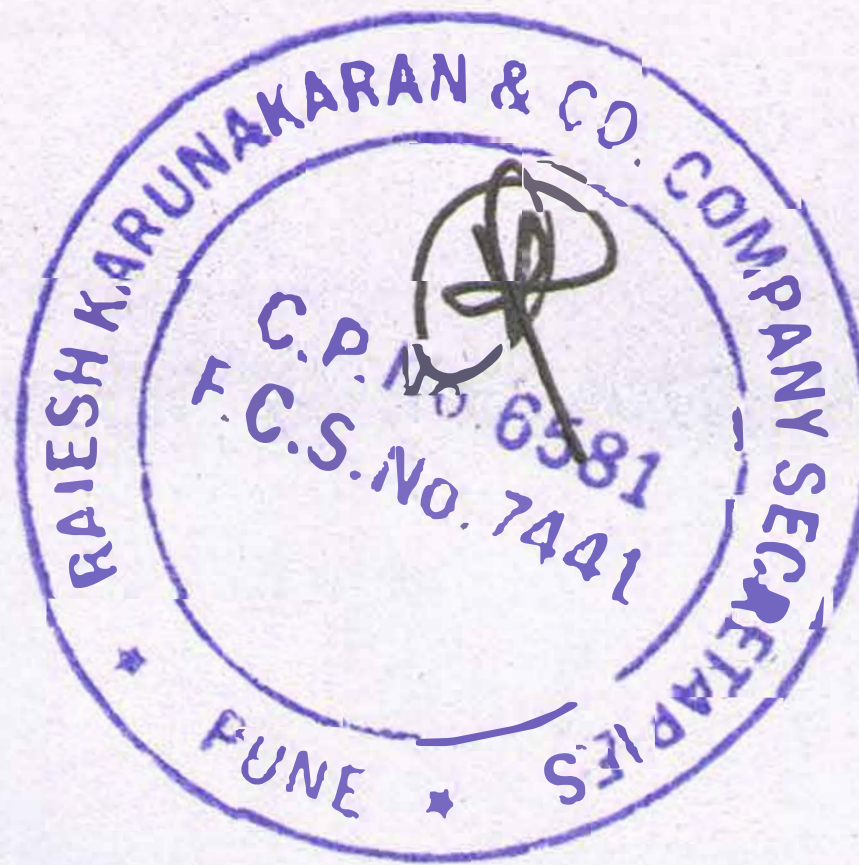


5. Appointment of Karena Cancellori as a Director of the Company.

Resolution Required			Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda Resolution			No					
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	740721	405	99.9454	0.0546
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	740721	405	99.9454	0.0546
Total		6386459	5529971	86.5890	5529566	405	99.9927	0.0073

Result: Passed with requisite majority

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

Resolution Required			Ordinary					
Whether Promoter / Promoter Group are interested in the Agenda Resolution			No					
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	740731	395	99.9467	0.0533
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	740731	395	99.9467	0.0533
Total		6386459	5529971	86.5890	5529576	395	99.9929	0.0071

Result: Passed with requisite majority

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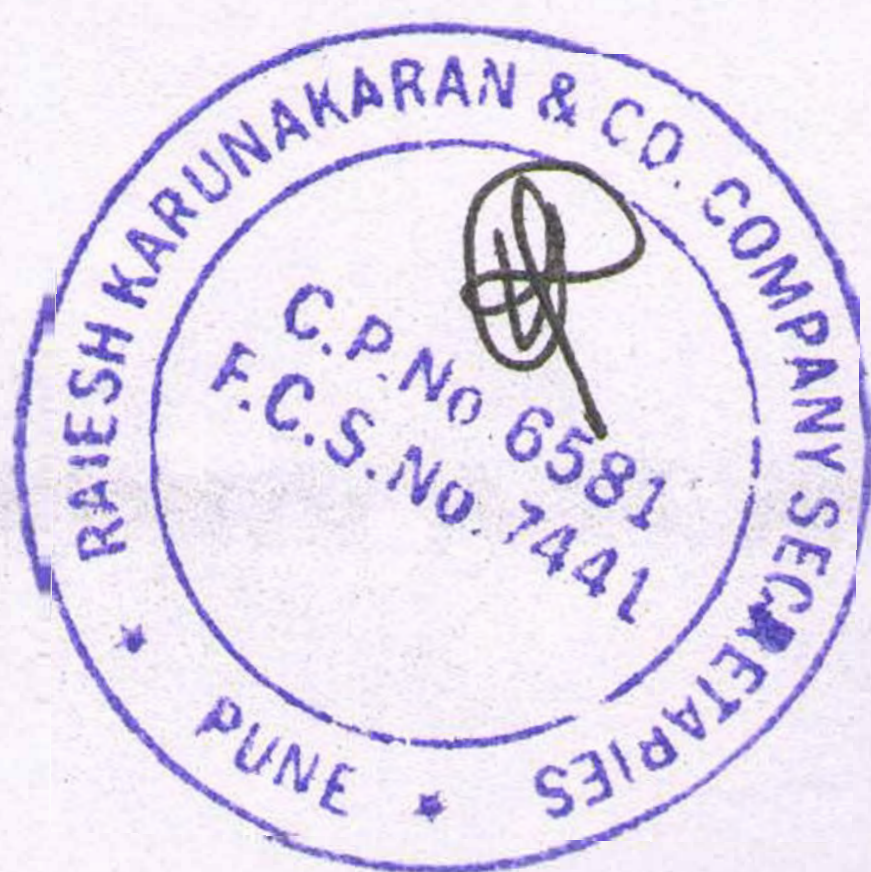


7. Payment of commission to Independent Directors of the Company.

Resolution Required			Special					
Whether Promoter / Promoter Group are interested in the Agenda Resolution			No					
Promoter and Promoter Group	E-Voting	4788845	4788845	100.0000	4788845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4788845	100.0000	4788845	0	100.0000	0.0000
Public Institutions	E-Voting	215	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1597399	741126	46.3958	739739	1387	99.8129	0.1871
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		741126	46.3958	739739	1387	99.8129	0.1871
Total		6386459	5529971	86.5890	5528584	1387	99.9749	0.0251

Result: Passed with requisite majority

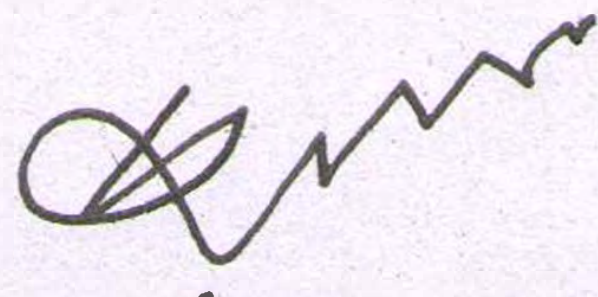
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The voting has been reckoned in proportion to the members share in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 3rd September 2020. **Since the number of votes cast by the shareholders in favour the resolutions exceed the votes cast against, the Ordinary Resolutions (Nos. 1 to 6) and the votes cast by the shareholders in favour of the resolution is not less than three times the number of the votes cast against, the Special Resolution (No. 7), I confirm that all the seven resolutions have been passed with the requisite majority.**

Thank you,

Yours truly,



**RAJESH KARUNAKARAN
COMPANY SECRETARY**

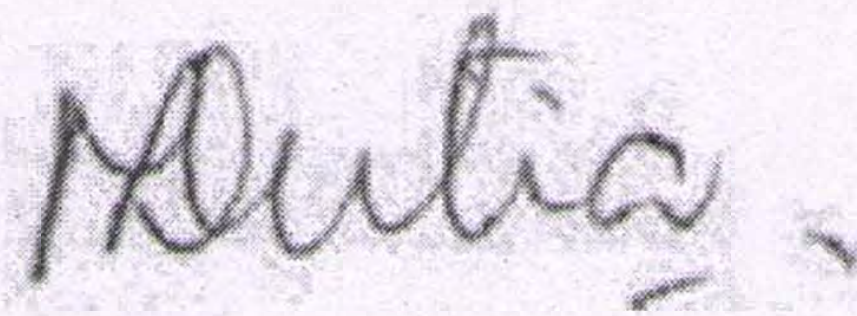


C.P. NO. 6581
F.C.S. NO. 7441

Pune, 11th September 2020

Countersigned by :

For Foseco India Limited



**MAHENDRA KUMAR DUTIA
CONTROLLER OF ACCOUNTS, COMPANY SECRETARY
AND COMPLIANCE OFFICER
(In terms of authority delegated by the Chairman of the Company)**

Pune, 11th September 2020