

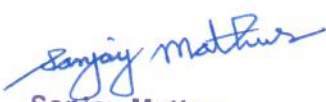


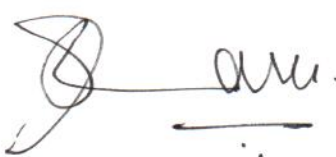



FOSECO INDIA LIMITED

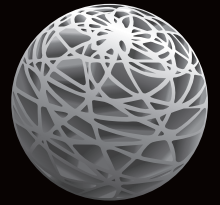
FORM A (for Audit Report with unmodified opinion)

[Under Regulation 33(3)(d) & 33(4) of the
SEBI (Listing Obligations and Disclosure Requirements), 2015]

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the Company	Foseco India Limited
2.	Annual financial statements for the year ended	31 December, 2015
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<input type="checkbox"/> Managing Director/CEO - Sanjay Mathur <div style="text-align: center;"> For FOSECO INDIA LIMITED.  Sanjay Mathur Managing Director </div>	<input type="checkbox"/> CFO – R. Umesh <div style="text-align: center;"> For FOSECO INDIA LIMITED  R. UMESH CHIEF FINANCIAL OFFICER </div>
	<input type="checkbox"/> Audit Committee Chairman – Ajit Shah For Foseco India Limited  Ajit Shah Audit Committee Chairman	<input type="checkbox"/> Statutory Auditor of the Company – BSR & Associates LLP – Signed by Shiraz Vastani (Partner)  

Scrip Code - a) BSE 500150, b) NSE FOSECOIND

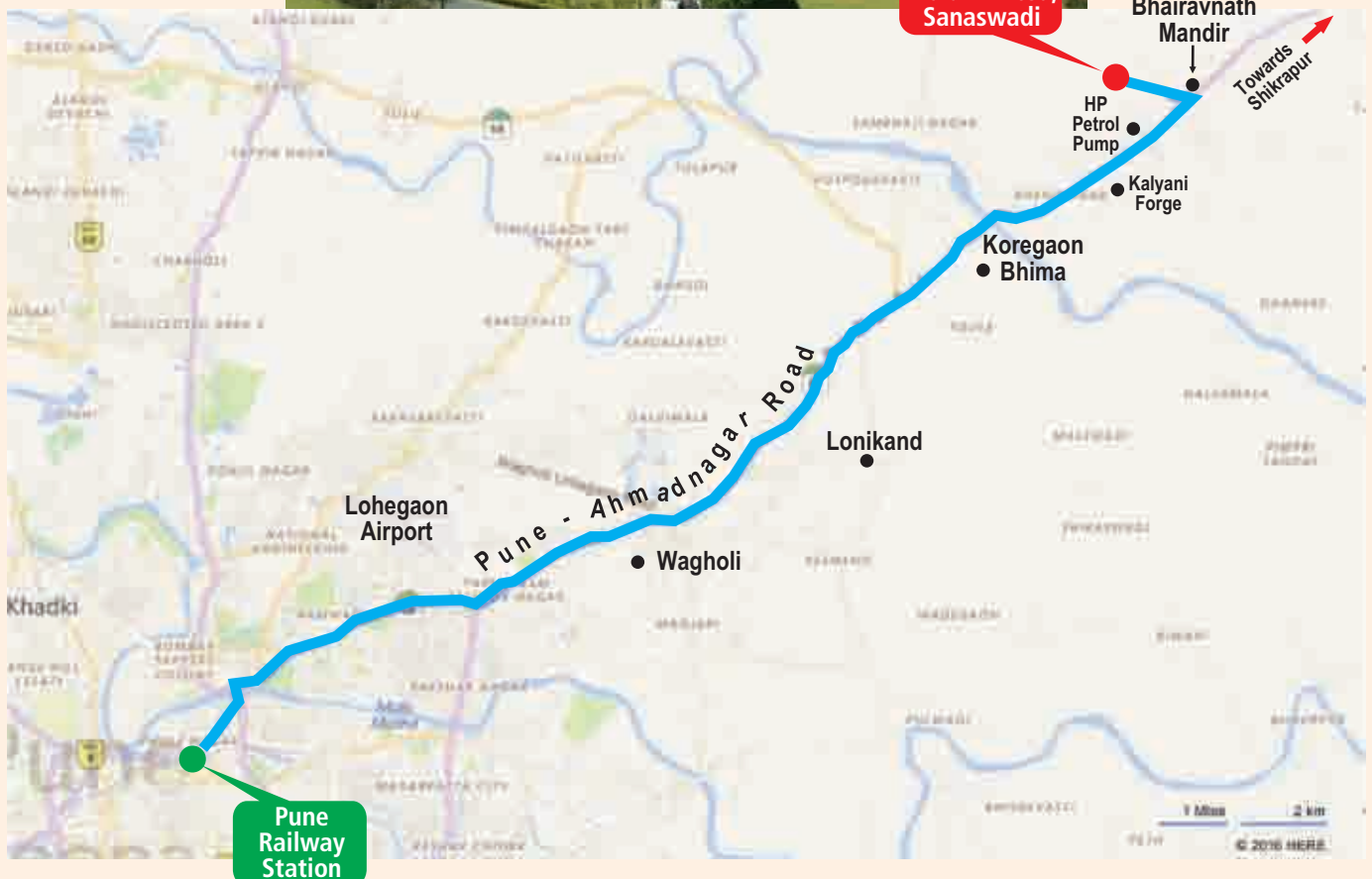


Great milestone...
Great achievement...
And an indomitable spirit...





Map to reach the venue of the Annual General Meeting



Corporate Information

Board of Directors

Pradeep Mallick, Chairperson
Sanjay Mathur, CEO & Managing Director
Ajit Shah, Director
Indira Parikh, Director
Glenn Cowie, Director
Merryl Durrenbach, Director

Chief Financial Officer

R Umesh

Company Secretary & Compliance Officer

Mahendra Kumar Dutia

Audit Committee

Ajit Shah, Chairperson
Pradeep Mallick
Merryl Durrenbach
Indira Parikh

Stakeholders Relationship Committee

Pradeep Mallick, Chairperson
Ajit Shah
Indira Parikh
Glenn Cowie
Merryl Durrenbach
Sanjay Mathur

Nomination & Remuneration Committee

Ajit Shah, Chairperson
Pradeep Mallick
Indira Parikh
Glenn Cowie

Corporate Social Responsibility Committee

Indira Parikh, Chairperson
Pradeep Mallick
Ajit Shah
Glenn Cowie

Registered Office

Gat Nos. 922 & 923, Sanaswadi,
Taluka Shirur, District Pune 412 208
Tel.: +91 2137 668100 • Fax: +91 2137 668360
Website : www.fosecointia.com
Email : investor.grievance@foseco.com
CIN : L24294PN1958PLC011052

Factories

- Sanaswadi, Pune
- Puducherry

Statutory Auditors

B S R & Associates LLP

Bankers

- Standard Chartered Bank
- ICICI Bank Ltd.
- HDFC Bank Ltd.
- State Bank of India
- UCO Bank

Registrars and Transfer Agents

- **Link Intime India Private Limited**
Block 202, 2nd Floor, Akshay Complex,
Off Dhole Patil Road, Near Ganesh Mandir,
Pune 411 001
Tel.: 020 2616 0084/1629
Fax : 020 2616 3503
Email : pune@linkintime.co.in
Website : linkintime.co.in

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Foseco India Limited

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

Taluka Shirur, District Pune 412 208

Tel.: +91 2137 668100 • Fax: +91 2137 668360

Website : www.fosecoindia.com • Email : investor.grievance@foseco.com

• CIN : L24294PN1958PLC011052

Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT the 59th Annual General Meeting of the Members of **Foseco India Limited** will be held on **Tuesday, 26 April, 2016 at 1200 Hrs. (IST)** at the Registered Office of the Company at Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, District Pune-412 208, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 December 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including any 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 three Interim Dividends on Equity Shares aggregating to Rs. 26.50 per share of Rs. 10 each (i.e., 265%) and to declare a final dividend on the Equity Shares for the financial year ended 31 December 2015.
3. To appoint a Director in place of **Merryl France Durrenbach (DIN: 06920690)**, who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of the Statutory Auditors and to fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the appointment of B S R & Associates LLP (ICAI Firm Registration Number: 116231W / W-100024), Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 60th Annual General Meeting, be and is hereby ratified, at such remuneration plus service tax, out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

5. To appoint Glenn Allan Cowie as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT **Glenn Allan Cowie (DIN: 07163534)**, who was appointed as an Additional Director of the Company with effect from 24 April, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office as such up to the date of this Annual General Meeting has submitted a declaration that he is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To re-appoint Sanjay Mathur as Managing Director and fix his remuneration and in this regard 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 the Articles of Association of the Company, Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re enactment(s) thereof for the time being in force) and subject to such other approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of **Sanjay Mathur (DIN: 00029858)** as Managing Director of the Company for a further period of 3 years effective from 1 April, 2016 to 31 March, 2019, and whose term of office shall be liable to determination by retirement of Director by rotation, at a remuneration and perquisites as detailed below, with authority and power to the Board of Directors to alter, vary or modify the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and in consultation with Sanjay Mathur, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof:

i) Re-appointment Date and Period

The re-appointment is effective from 1 April, 2016 for a period of 3 years ending on 31 March, 2019.

ii) Notice Period

The contract can be terminated by giving six months' notice by either party.

iii) Remuneration

a. Salary

The maximum remuneration payable to him, which includes basic salary, personal allowance and performance linked bonus will be Rs. 4,00,00,000/- per annum, without any further approval of the Company in a General Meeting, payable in monthly arrears, but subject to income tax deduction at source, in accordance with the Indian Tax Regulations.

b. Retirement Benefits

Retirement benefits will be in accordance with the Company's policy.

c. Performance Bonus

Eligibility for performance linked bonus will be as per the rules of the Company applicable to the Managing Director.

d. Car

Company's car will be provided in accordance with the Company's policy.

e. Other Benefits

Sanjay Mathur will be entitled to all other forms of benefits covered by the Company's policy.

iv) Connected Person – Insider Trading

Under the terms of the Company's Insider Trading Code, Sanjay Mathur will be covered under the Code and will be treated as an insider and a Connected Person.

7. To ratify the remuneration payable to the Cost Auditor for the financial year ending on 31 December 2016 and in this regard 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 consent of the Company be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 3,50,000/- (Rupees Three Lac Fifty Thousand only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses 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, 2016."

By Order of the Board of Directors

Registered Office:

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

Mahendra Kumar Dutia
Controller of Accounts &
Company Secretary

Date: 16 March, 2016

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business is annexed to this Notice.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rule 19(2) of the Companies (Management & Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
5. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.

6. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, the proxy form should be under its seal or be signed by an officer of the body corporate under his/her official seal or an attorney duly authorised by the body corporate.
 7. 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.
 8. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 23 April, 2016 to Tuesday, 26 April, 2016 (both days inclusive)** in terms of the provision of Section 91 of the Companies Act, 2013, for determining the entitlement of the shareholders to the payment of final dividend, if declared at the Meeting.
 9. The final dividend, if declared at the AGM, shall be paid/credited on or before **Wednesday, 25 May, 2016** as under, to those Members of the Company:
 - I) whose names appear in the Company's Register of Members in respect of shares held in physical form, after giving effect to all valid share transfers lodged with the Company on or before the close of business hours on **Friday, 22 April, 2016**; and
 - II) whose names appear as beneficial owners in respect of shares held in demat form, as per the details furnished for this purpose by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on **Friday, 22 April, 2016**.
 10. Members holding securities in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e mail address, contact numbers, etc., to the Company's Registrar & 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.
 11. 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 RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
 12. **TRANSFER OF UNCLAIMED/UNPAID DIVIDENDS TO 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 account, will be transferred to the Investors Education and Protection Fund 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.fosecointia.com to check the details of their unclaimed dividend under the Investors' Information Section.
 13. In line with the Green Initiative of the Ministry of Corporate Affairs, the Annual Report for the year ended 31 December, 2015 is being sent by electronic mode to those Shareholders whose E-mail addresses are registered with the Company / Depository Participant(s), unless a Shareholder has requested for a physical copy of the same. For Shareholders who have not registered their E-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. However, any Shareholder who wish to have a physical copy of the Annual Report may write to the Company's Registrar at pune@linkintime.co.in.
 14. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at an early date at the e-mail ID – investor.grievance@fosecointia.com.
 15. The Notice of the AGM and the Annual Report will remain open for inspection at the Registered Office of the Company on all working days between 1000 Hrs. (IST) to 1300 Hrs. (IST) excluding Saturdays, Sundays and public holidays up to the date of the AGM. These documents will be made available on the Company's website www.fosecointia.com.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd.
 17. **Voting through electronic means:**
 - 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 pleased to provide its Members facility to exercise their right to vote on Resolutions proposed to be considered at the 59th 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 shareholders voting electronically are as under:**
- (i) **The voting period begins on Friday, 22 April, 2016 at 1000 Hrs. (IST) and ends on Monday, 25 April, 2016 at 1700 Hrs. (IST).** During this period, Shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date being **Tuesday, 19 April, 2016** will be eligible to vote by electronic means or at the AGM.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 which is printed on the Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login 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 for "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 will not be allowed to modify your vote.
- (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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer 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.
- II. The facility for voting through e-voting means shall also be made available at the Meeting and 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.
 - III. The Members who have exercised their right to vote by remote e-voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to vote again at the Meeting. If a Member casts 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 shares of the paid-up Equity Share Capital of the Company as on the cut-off date of Tuesday, 19 April, 2016. 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 of the cut-off date, may obtain the login ID and password by sending a request at pune@linkintime.co.in or to the Company at investor.grievance@foseco.com. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
 - V. The Company has appointed Rajesh Karunakaran, Practising Company Secretary (Membership No. FCS 7441, CP No. 6581), as the Scrutinizer, to scrutinize the e-voting process, in a fair and transparent manner.
 - VI. The Chairman 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 Scrutinizer, by use of e-voting means for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - VII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - VIII. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.fosecoindia.com and on the website of CDSL immediately after the declaration of result by the Chairman 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 Statements set out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice.

Item No. 4

B S R & Associates LLP (Firm Registration Number: 116231W / W-100024), Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 58th Annual General Meeting of the Company held on 27 March, 2015, for a period of 3 years, to hold office from the conclusion of the 58th Annual General Meeting until the conclusion of the 60th Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment by the Members at every Annual General Meeting.

B S R & Associates LLP, has furnished a certificate expressing their intention to be appointed as the Statutory Auditors, and stating that their appointment if made, at the forthcoming Annual General Meeting, would be in accordance with the conditions laid down under Section 139 & 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

Based on the recommendation of the Audit Committee, the Board of Directors hereby proposes ratification of the appointment of B S R & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 60th Annual General Meeting to be held in the year 2017, at such remuneration plus service tax, out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.

Accordingly, the Board recommends the **Ordinary Resolution** for approval of the Shareholders of the Company, as laid down in Ordinary Business item no. 4.

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

Item No. 5

Glenn Allan Cowie, aged 54 years, is a Non-Executive and Non-Independent Director on the Board of the Company, who was appointed as an Additional Director of the Company on 24 April, 2015. His term of office will conclude on the date of the forthcoming Annual General Meeting. The Company has received a Notice in writing along with a deposit of Rs. 1 Lac, under Section 160 of the Act, from Vesuvius Holdings Limited, a Member of the Company, proposing his candidature for the office, liable to retire by rotation. Vesuvius Holdings Limited is a subsidiary of Vesuvius plc. Vesuvius plc is the Ultimate Parent Company of Foseco India Limited.

Glenn Allan Cowie is a South African national and a British citizen and currently resides in Ohio USA, serving as the President – Foundry Vesuvius plc. He is associated with the Vesuvius Group since the last 33 years. Glenn does not hold any shares in either Vesuvius plc or Vesuvius Holdings Limited.

Glenn was appointed President Foundry in November 2014, having delivered significant change in business structure and performance as President Advanced Refractories during the prior three years. He started his career in Foseco South Africa in 1981, where he held several technical and sales positions in both the Foundry and Steel divisions, before becoming the Chief Executive Sub-Saharan Africa. Glenn was transferred to the UK in an international Strategic Growth Initiative role and shortly thereafter was promoted to Area Director Northern Europe, based in Borken, Germany. Following a two-year period with Fosbel, he returned to Foseco in 2008 as Vice President Foundry NAFTA, and subsequently of America. Glenn is a diploma engineer in Metallurgical Engineering.

Glenn does not hold Directorship in any other public Company in India except Foseco India Limited. He is a Member each of the Stakeholders' Relationship Committee and the Nomination & Remuneration Committee of the Board of the Company. He has submitted a declaration that he is not disqualified to become a Director as provided in Section 152(5) of the Act and that he is eligible for appointment.

He does not hold any shares in the Company and is not related to any Director of the Company.

The Board recommends the **Ordinary Resolution** for approval of the Shareholders of the Company, as laid down in Special Business item no. 5.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Glenn Allan Cowie, in his capacity of being a Director, is concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 6.

Sanjay Mathur was re-appointed as a Managing Director of the Company for a period of 3 years from 1 April, 2013 to 31 March, 2016 which was approved at the 56th Annual General Meeting held on 22 April, 2013. The Board, considering the significant contribution made by him to the growth and development of the Company and based on the recommendation of the Nomination and Remuneration Committee, re-appointed Sanjay Mathur as Managing Director, for a further period

of three years from 1 April, 2016 to 31 March, 2019, subject to the approval of the Shareholders at the Annual General Meeting.

Sanjay Mathur, born on 5th November 1964 is a Bachelor of Engineering (Chemical) from Punjab University, Chandigarh and has also done Advanced Management Programme from Melbourne Business School, Master of Marketing from Monash University, Australia and holds Diploma in Financial Management (Dip. FM) from ACCA, UK. Sanjay Mathur has undergone numerous leadership and management development training programmes during his career. He has a wide-ranging experience across various functions and has worked with J.K. Synthetics Ltd, Bharat Petroleum Corporation Ltd. and the Shell Group. He was the Supply Chain & Industrial Sales Manager and General Manager (acting) of a Shell JV in the Middle East between 1998 and 2003. In 2003 Sanjay Mathur took over as Managing Director of Pennzoil-Quaker State India Limited, Mumbai after its acquisition by Shell in October 2002. Presently, he is in charge of Foundry Division of the Vesuvius Group for India and ASEAN Countries and is also a member of the Shareholders Investors' Grievance Committee of the Board.

Sanjay Mathur holds the office of Directorship with Foseco (Thailand) Limited, Foseco International Holding (Thailand) Limited, Foseco Philippines Inc. and P. T. Foseco Indonesia.

He is a Member of the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee of the Board of the Company. Although he is not a Member of the Audit Committee, he attends all the Meetings as he is a permanent invitee to these Meetings.

He does not hold any shares in the Company and is not related to any Director of the Company.

The maximum remuneration payable to him includes basic salary, personal allowance and performance linked bonus, which will be Rs. 4,00,00,000/- per annum, without any further approval of the Company in a General Meeting, payable in monthly arrears, but subject to income tax deduction at source, in accordance with the Indian Tax Regulations. Authority of the Shareholders be given to the Board to revise his salary from time to time up to the maximum remuneration payable as above.

A written memorandum setting out the terms of the re-appointment of Sanjay Mathur as a Managing Director of the Company including the remuneration payable to him will be available for inspection by any Member at the Registered Office of the Company on all working days between 1000 Hrs. (IST) to 1300 Hrs. (IST) excluding Saturdays, Sundays and public holidays.

The Board of Directors recommends the **Ordinary Resolution** for approval of the Shareholders of the Company, subject to the Central Government's permission, if required, as laid down in Special Business item no. 6.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, other than Sanjay Mathur, in his capacity of being the Managing Director is concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 7

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, 2016, at a remuneration of Rs. 3,50,000/- (Rupees Three Lac Fifty Thousand only) plus Service Tax 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 Shareholders of the Company.

Accordingly, the Board recommends the **Ordinary Resolution** for approval of the Shareholders of the Company ratifying the remuneration payable to the Cost Auditors for the year ending on 31 December, 2016, as laid down in Special Business item no. 7.

None of the Directors, Manager 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

Date: 16 March, 2016

By Order of the Board of Directors

Mahendra Kumar Dutia
Controller of Accounts &
Company Secretary

Directors' Report

Your Directors are pleased to present the Company's 59th Annual Report and the audited accounts for the year ended 31 December 2015.

Financial Results & Performance Review

(All Figures in Rs. Lacs)

Particulars	Accounting year ended 31-Dec-2015	Accounting year ended 31-Dec-2014
Total Revenue from Operations	29,213.61	26,336.48
Operating Expenses	24,145.44	22,416.65
Earnings before interest, tax, depreciation and amortisation (EBITDA)	5,068.17	3,919.83
Other Income	188.88	336.53
Finance Cost	12.20	17.42
Depreciation and amortisation expense	454.00	465.40
Profit Before Tax (PBT)	4,790.85	3,773.54
Tax Expense	1,617.96	1,314.52
Profit for the Period (PAT)	3,172.89	2,459.02
Balance brought forward from previous year	4,524.69	3,880.68
Amount available for appropriation	7,697.58	6,339.70
Appropriations:		
Interim Dividends	1,245.35	702.51
Final Dividend (Proposed)	447.05	638.65
Tax on Dividends (Interim and Final)	375.19	227.93
Transferred to General Reserves	317.29	245.90
Surplus carried to the Balance Sheet	5,312.70	4,524.71
Total Appropriations	7,697.58	6,339.70

The global economy continued to be under pressure throughout the year. The recovery of world economic scenario was impacted by disappointing growth in Q1/2015 of the US economy, the Greek crisis and devaluation of Yuan in China. In this backdrop, the Indian economy relied largely on domestic demand for growth. The growth in GDP though lower than the earlier estimates, was 7.5%, 7.1% and 7.4% in first three quarters of the calendar year 2015, aided by good performance in Manufacturing, Insurance, Financial and Real Estate sectors. The inflation remained below 5%. Rise in food items prices due to weak monsoon, but falling prices of crude oil kept the wholesale price index down. In view of these macroeconomic conditions, the Reserve Bank of India reduced the Policy Rates three times during the year cumulatively by 125 basis points.

The foundry industry segment where your Company operates however continued to get affected by lower demand and challenges of excess capacity which made it difficult to improve its productivity and profitability. Foundries catering to the export segment suffered heavily due to lack of orders, with valve industry affected by lower oil prices. Liquidity crunch in the money market due to NPA issues of Banks and higher interest cost affected the performance of Foundry Industry.

Dividend

Despite a tough year, your Company turned out an excellent financial performance. Your Directors are pleased to recommend for approval of the Shareholders', a Final Dividend of Rs. 7.00 per share i.e., 70% (on a per Equity Share of Rs. 10/- each) for the financial year ended 31 December, 2015, taking the total dividend to Rs. 26.50 per share (i.e., 265%) (previous year Rs. 21 per share i.e., 210%).

Your Directors have declared three Interim Dividends during the financial year ended 31 December, 2015, totalling Rs. 19.50 per Equity Share (195%) on the per Equity Share face value of Rs. 10/- each viz., First Interim Dividend of Rs. 3.50 per Equity Share (35%) in April 2015, Second Interim Dividend of Rs. 8.00 per Equity Share (80%) in July 2015 and Third Interim Dividend of Rs. 8.00 per Equity Share (80%) in October 2015.

The total pay-out of the three Interim Dividends and Proposed Final Dividend for the financial year ended 31 December, 2015, inclusive of dividend tax, will aggregate to Rs. 2067.59 Lacs as compared to Rs. 1569.09 Lacs in the previous year.

Transfer to Reserves

Your Company has transferred Rs. 317.29 Lacs (previous year: Rs. 245.90 Lacs) to the General Reserves out of the current year profit.

Financial Year of the Company

Pursuant to the provisions of Section 2 (41) of the Companies Act, 2013, your Company had made an application with the Company Law Board, New Delhi Bench, New Delhi ("CLB"), allowing your Company to continue to maintain its Financial Year from 1st day of January of a year to 31st day of December of the same year, in alignment with the financial year of its Holding Company Foseco Overseas Limited, United Kingdom.

Your Directors are glad to inform that the CLB has passed an order on 28-10-2015 vide CP No. 95/2(41) MB/2015 accepting the request of the Company thus allowing it to maintain its Financial Year from 1st day of January of a year to 31st day of December of the same year. Subsequently, your Company has filed Form INC-28 viz., a Notice of Order of the CLB, with the MCA online on 20-11-2015, informing them of the above.

Report on Corporate Governance & Management Discussion & Analysis

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, a separate section titled Report on Corporate Governance together with a Certificate from the Practising Company Secretary forms part of this Report.

A detailed Management Discussion and Analysis forms part of this Report.

Subsidiaries

Your Company does not have any subsidiary / subsidiaries within the meaning of the Companies Act, 2013 ("Act"). Pursuant to the provisions of Section 129(3) of the Act that requires a statement containing salient features of the financial statements of the Company's subsidiaries in **Form AOC-1** to be attached with this Report is therefore not applicable.

Public Deposits

The Company has not accepted any deposits from the public and accordingly no amount was outstanding as on the date of the Balance Sheet.

Extract of the Annual Return

As required under Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form No. MGT 9, as at the financial year ended 31 December, 2015, is given in **Annexure A**, which forms part of this Board Report.

Number of Meetings of the Board

The Board of Directors met four times during the year 2015 on the following dates: viz., 28 January 2015, 24 April 2015, 22 July 2015 and 20 October 2015. The information on the Meetings are given in the Report on Corporate Governance that forms part of this Annual Report. The intervening gap between any two meetings was within the period of 120 days as prescribed by the Companies Act, 2013.

Directors and Key Managerial Personnel

In accordance with Article 132 of the Articles of Association of your Company, **Glenn Allan Cowie (DIN: 07163534)** was appointed as an Additional Director (Non-Executive and Non Independent) with effect from 24 April, 2015.

Glenn holds office as an Additional Director up to the date of this Annual General Meeting. He has submitted a declaration that he is eligible for appointment and in respect of whom the Company has received a Notice in writing, under Section 160 of the Companies Act 2013, from Vesuvius Holdings Limited, a Member of the Company, proposing his candidature for the office, liable to retire by rotation.

Merryl Durrenbach (DIN: 06920690) retires by rotation as Director at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Pursuant to the provisions of Section 149 of the Act, **Pradeep Mallick (DIN: 00061256)**, **Ajit Shah (DIN: 02396765)** and **Indira Parikh (DIN: 00143801)** were appointed as Independent Directors at the Annual General Meeting of the Company held on 27 March 2015. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. They have submitted a declaration confirming that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

The Board recommends the appointment / re-appointment of the Directors as mentioned above. Brief resume and other detail of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report which forms part of this Annual Report.

Sanjay Mathur (DIN: 00029858) was re-appointed as Managing Director of the Company for a period of three years from 1 April, 2013 to 31 March, 2016 at the Annual General Meeting of the Company held on 22 April, 2013. The Board of Directors at its Meeting held on 21 January, 2016 has re-appointed him as the Managing Director and Chief Executive Officer of the Company for a further period of three years effective from 1 April, 2016, and have also revised his remuneration on the recommendation of the Nomination and Remuneration Committee. The Board recommends his re-appointment and fixation of his remuneration to the Members of the Company. A Resolution in this regard is contained in the Notice of the Annual General Meeting.

The following persons were designated as Key Managerial Personnel during the year 2014:

1. Sanjay Mathur, Managing Director and Chief Executive Officer,
2. R Umesh, Chief Financial Officer, and
3. Mahendra Kumar Dutia, Company Secretary and Compliance Officer.

There was no change in the Key Managerial Personnel during the year 2015. However, Mahendra Kumar Dutia was appointed as a Compliance Officer replacing R Umesh.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively;

Policy on Directors' Appointment and Remuneration

The policy of the Company on Directors' Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided in Section 178(3) of the Companies Act, 2013, adopted by the Board is covered in the Report on Corporate Governance which forms part of this Report.

Performance Evaluation of the Directors etc.

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation by the Board of its own performance and that of the various Committees of the Board and the individual Directors. The framework of performance evaluation of the Directors captures the following points:

- Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
- Participation of the Directors in the Board proceedings and his / her effectiveness;

The evaluation was carried out by means of the replies given / observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them, adequacy and effectiveness of the various Committees of the Board and the performance of the Board.

Composition of the Audit Committee

The Audit Committee comprises Ajit Shah as its Chairperson, Pradeep Mallick and Indira Parikh, all of whom are Independent Directors and Merryl Durrenbach as a Non-Executive, Non-Independent Member. Further details on the Committee are given in the Report on Corporate Governance.

Internal Financial Controls (IFC)

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The internal controls are designed in a manner that facilitates achievement of three-pronged objectives viz., i) support the achievement of the Company's business objectives, ii) mitigate risks to acceptable level, and iii) support sound decision making and good governance.

The adequacy and effectiveness of the internal financial controls are demonstrated by following the below mentioned procedures:-

- i. The internal controls have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance with corporate policies. The Company has a well-defined delegation of power with authority limits for approving revenue as-well-as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down.
- ii. The Audit Committee periodically deliberates on the operations of the Company with the Members of the Management. It also independently meets B S R & Associates LLP, the Statutory Auditors, to ascertain, inter-alia, their views on the internal financial control systems.
- iii. The Company has appointed P G Bhagwat, Chartered Accountants, as Internal Auditors of the Company. The Audit Committee in consultation with the Internal Auditors formulates the audit plan, scope, functioning and methodology, which are reviewed every year, such that they cover all areas of operation in a span of three years. The Internal Audit covers inter alia, monitoring and evaluating the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations, adequacy of insurance coverage of all assets and submit their periodical Internal Audit Reports to the Audit Committee, to ensure complete independence, which is then extensively deliberated at every Audit Committee Meetings in the presence

of the Internal and External Auditors. Based on the review by the Audit Committee, process owners undertake corrective actions in their respective areas and consider suggestions for improvement. The Internal Auditors have expressed that the internal control system in the Company is robust and effective.

- iv. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.
- v. The Company's financial records are maintained on the ERP System which is effective and adequate in line with the size of its operations.

The testing of such controls shall also be carried out independently by the Statutory Auditors from the Financial Year 2016 onwards as mandated under the provisions of the Companies Act, 2013.

Particulars of Loans, Investments, Guarantees and Securities

Your Company has neither advanced any loans, nor made any investments or had given any guarantees and / or provided any securities to anybody, whether directly or indirectly, within the meaning of Section 185 of the Companies Act, 2013. Hence, there are no details worth providing.

Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered into by the Company during the financial year ended 31 December, 2015 with related parties were on an arm's length basis and were in the ordinary course of business. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material, and therefore, Shareholders' approval was not required to be obtained, in accordance with the Policy of the Company on materiality of related party transactions. Thus, provisions of Sections 134(3)(h) and 188(1) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are not applicable to the Company and therefore, **Form No. AOC-2** has not been attached.

In compliance with the requirements laid down in the erstwhile listing agreement, all related party transactions were placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee had been obtained for the transactions which were of foreseeable and repetitive nature. All transactions entered into with the related parties are presented to the Audit Committee by way of a statement giving details of all transactions. This procedure is continued to be followed under the relevant provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The Policy on materiality of Related Party Transactions and dealing with Related Parties as approved by the Board has been uploaded on the Company's website at **URL: FosecoIndia/View/policies.aspx**. Your Directors draw attention of the Members to Note 28 to the financial statement which sets out related party disclosures.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Information under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure B** to this Report.

Particulars of Employees and Related Disclosures

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and also the Statement containing particulars of employees as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided in **Annexure C** forming part of this Report.

Auditors and Auditors' Report

Statutory Auditors

At the Annual General Meeting held on 27 March, 2015, B S R & Associates LLP (ICAI Firm Registration Number: 116231W / W-100024), Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office until the conclusion of the 60th Annual General Meeting to be held in the year 2017. In terms of the provision of Section 139 of the Companies Act, 2013, the appointment of the Statutory Auditors shall be placed for ratification at every Annual General Meeting. Accordingly the re-appointment of B S R & Associates LLP, as Statutory Auditors of the Company, is placed for ratification by the Shareholders'.

Your Company has received a written confirmation from the Statutory Auditors to the effect that their re-appointment as the Auditors of the Company, if made, will be as per the requirements laid down under Section 139 and 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for re-appointment.

The observations of the Auditors and the relevant notes to the financial statement are self-explanatory and therefore do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, during the year, in the course of the performance of their duties as Auditor, no fraud was reported by them for which they have reason to believe that an offence involving fraud has been committed against the Company by officers or employees of the Company.

Report on Frauds, if any

During the year under review, no incidence of any fraud has occurred in the Company. Neither the Audit Committee of the Board, nor the Board of the Company had received any report involving any fraud, from the Statutory Auditors of the Company. As such, there is nothing to report by the Board, as required under Section 134 (3) (ca) of the Companies Act, 2013.

Cost Auditors

Joshi Apte & Associates, Cost Accountants, were appointed as the Cost Auditors of the Company to examine the Cost

Records and submit the Cost Audit Report. The Company has maintained the required cost accounting records as per the Companies (Cost Records and Audit) Rules, 2014 and the Company is in compliance therewith. The due date of filing the Cost Audit Report of the Company in Form 1-XBRL relating to the year ended 31 December, 2014 was 30 September, 2015 and the same was filed with the Ministry of Corporate Affairs on 14 May, 2015.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, Grishma Khandwala, Practicing Company Secretary (ACS 6515; C P No. 1500), Mumbai, was appointed to conduct a secretarial audit of the Company's Secretarial and related records for the year ended 31 December, 2015. The Practicing Company Secretary has submitted her Report on the secretarial audit conducted by her which is given in **Annexure D** and forms part of this Board Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Significant and Material Orders passed by the Regulators or Courts

There are no significant and material orders passed by the Regulators or Courts which would impact the going concern status of the Company and its future operations.

Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism (which incorporates a whistle blower policy in terms of listing agreement) for directors and employees to report their genuine concerns. The details of the same are provided in the Report on Corporate Governance forming part of this Report. The Policy is also available on the Company's website at **URL: FosecoIndia/View/policies.aspx**.

Policies of the Company

Your Company has posted the following documents on its website at **URL: FosecoIndia/View/policies.aspx**.

- Code of Conduct;
- Familiarisation Programme for the benefit of the Independent Directors;
- Archival Policy;
- Policy for Determination of Material Events or Information;
- Policy of Preservation of Documents.

Risk Management Policy

The Board regularly reviews the risk management strategy of the Company to ensure the effectiveness of implementation of the risk management policies and procedures. Your Directors do not foresee any elements of risk, which in its opinion, may threaten the existence of the Company.

Corporate Social Responsibility (CSR)

The Board of your Company have constituted a CSR Committee. As on 31 December 2015, the Committee comprises four Directors. The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure E** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is attached as **Annexure F**, which forms part of this Board Report. The policy is available on the website of the Company at **URL: FosecoIndia/View/policies.aspx**.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Directors have to report that, during the year under review, neither any complaints of sexual harassment were received by it from the ICC, nor were there any complaints relating thereto which required any disposal thereof.

Employee Relations

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

Acknowledgements

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, bankers and other authorities.

The Directors also thank the Government of various countries, Government of India, State Governments in India and concerned Government Departments/Agencies for their co-operation.

Last but not the least, the Board of Directors wish to thank all the stakeholders of the Company and the parent Company, for their continuous support.

For and on behalf of the Board of Directors

Place: Pune
Date: 21 January 2016

Pradeep Mallick
Chairperson
DIN: 00061256

Annexure A

FORM NO . MGT - 9
EXTRACT OF ANNUAL RETURN
as at the financial year ended December 31, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN :	L24294PN1958PLC011052
ii) Registration Date :	22-03-1958
iii) Name of the Company :	FOSECO INDIA LIMITED
iv) Category / Sub-Category of the Company :	Public Company Limited by Shares
v) Address of the Registered Office and contact details :	Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, Pune - 412208 Phone : +91 2137 668100
vi) Whether Listed company :	YES
vii) Name, Address and contact details of Registrar and Transfer Agent:	Link Intime India Pvt. Ltd. Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune - 411001 Phone : +91 20 26160084

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All business activities contribution 10% or more of the total turnover of the company shall be stated :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacturer of Foundry Chemicals & Fluxes	0108	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL.No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary/Associate	% of shares held	Applicable Section
1	Foseco Overseas Limited. Fifth Floor, 265 Fleet Street, London EC4A 2AE, United Kingdom	Foreign Company Not Obtained	Holding Company	58%	Section 2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No of shares held at the beginning of the year As on 01-01-2015				No of shares held at the end of the year As on 31-12-2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	0	0	0	0	0	0	0	0	
b) Central Government	0	0	0	0	0	0	0	0	
c) State Governments	0	0	0	0	0	0	0	0	
d) Bodies Corporate	0	0	0	0	0	0	0	0	
e) Banks / Financial Institutions	0	0	0	0	0	0	0	0	
f) Any Other	0	0	0	0	0	0	0	0	
Sub-total (A) (1) :	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) NRIs - Individuals				0				0	
b) Other- Individuals				0				0	
c) Bodies Corporates	4788845	0	4788845	74.98	4788845	0	4788845	74.98	0
d) Banks / Financial Institutions				0				0	
e) Any other				0				0	
Sub-total (A) (2) :	4788845	0	4788845	74.98	4788845	0	4788845	74.98	0
Total Shareholding of Promoter (A)									
(A) = (A)(1) + (A)(2)	4788845	0	4788845	74.98	4788845	0	4788845	74.98	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	1200	1200	0.02	0	1200	1200	0.02	0
b) Banks / Financial Institutions	160	200	360	0.01	232	200	432	0.01	0.00
c) Central Government(s)		0		0.00		0		0.00	
d) State Government(s)		0		0.00		0		0.00	
e) Venture Capital Funds		0		0.00		0		0.00	
f) Insurance Companies		0		0.00		0		0.00	
g) Foreign Institutional Investors (FII)		0		0.00	2897	0	2897	0.00	0.05
h) Foreign Venture Capital Funds		0		0.00		0		0.00	
i) Others (Specify)		0		0.00		0		0.00	
Sub-total (B) (1) :	160	1400	1560	0.02	3129	1400	4529	0.07	0.05

Category of Shareholders	No of shares held at the beginning of the year As on 01-01-2015				No of shares held at the end of the year As on 31-12-2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
a) Bodies corporates	95598	1421	97019	1.52	87345	1421	88766	1.39	-0.13
i) Indian		0		0.00		0		0.00	
ii) Overseas		0		0.00		0		0.00	
b) Individuals		0		0.00		0		0.00	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	607845	97929	705774	11.05	592524	92943	685467	10.73	-(0.32)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	36235	0	36235	0.57	37300	0	37300	0.58	0.01
c) Others (specify)	756946	80	757026	11.85	781472	80	781552	12.24	0.39
Sub-total (B) (2) :	1496624	99430	1596054	24.99	1498641	94444	1593085	24.94	-(0.05)
Total Public Shareholding (B) = (B)(1) + (B)(2)	1496784	100830	1597614	25.02	1501770	95844	1597614	25.02	0.00
C. Shares held by Custodian for GDR's & ADR's	0	0	0	0.00	0	0	0	0.00	0
GRAND TOTAL (A+B+C)	6285629	100830	6386459	100.00	6290615	95844	6386459	100.00	0.00

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year As on 01-01-2015			Shareholding at the end of the year As on 31-12-2015			% change in shareholding during the year
		No of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
1	Foseco Overseas Limited	3704219	58.00	0	3704219	58.00	0	0.00
2	Foseco (U K) Limited	540560	8.46	0	540560	8.46	0	0.00
3	Vesuvius Holdings Limited	544066	8.52	0	544066	8.52	0	0.00
	TOTAL	4788845	74.98	0	4788845	74.98	0	0.00

(iii) Change in Promoter's Shareholding (please specify if there is no change)

Sl No		Shareholding at the beginning of the year As on 01-01-2015		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	4788845	74.98		
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) :	No Change in Shareholding during the Year			
3	At the end of the year			4788845	74.98

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No	Details of the Top 10 Shareholders	Shareholding at the beginning of the year As on 01-01-2015		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Karibu Limited a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	733226	11.48 No Change during the year	733226	11.48
2	Shree Capital Services Limited a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	29579	0.46 No Change during the year	29579	0.46

SI No	Details of the Top 10 Shareholders	Shareholding at the beginning of the year As on 01-01-2015		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Nozer Jasi Shroff a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	25000	0.39 No Change during the year	25000	0.39
4	The Venkatesh Co. Ltd. a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	12578	0.20 No Change during the year	12578	0.20
5	V Srinivasa Rangan a) At the Beginning of the Year b) Changes during the Year Date Reason 31/07/2015 Purchase 30/10/2015 Purchase c) At the end of the year	10121 665 400	0.16 0.01 0.00	10900 12300	0.19 0.19
6	Suchitra Ganesh Shanbag a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	10000	0.16 No Change during the year	10000	0.16
7	Amit Ashok Thawani a) At the Beginning of the Year b) Changes during the Year Date Reason 27/03/2015 Sale c) At the end of the year	8897 -95	0.14 0.14	8802 8802	0.14 0.14
8	NBI Industrial Finance Co. Ltd. a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	8887	0.14 No Change during the year	8887	0.14
9	Geeta Arvind Joshi a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	8766	0.14 No Change during the year	8766	0.14
10	Joseph Jivanayakam Daniel a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	6000	0.09 No Change during the year	6000	0.09

(v) Shareholding of Directors and Key Managerial Personnel

SI No	Name of the Directors & KMP	Shareholding at the beginning of the year As on 01-01-2015		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Pradeep Mallick a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
2	Mr. Glenn Cowie a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
3	Mr. Ajit Shah a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil

SI No	Name of the Directors & KMP	Shareholding at the beginning of the year As on 01-01-2015		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Mr. Sanjay Mathur a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
5	Ms. Merryl Durrenbach a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
6	Mrs. Indira Parikh a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil
7	Mr. R Umesh, CFO a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	1	0.00 No Change during the year	1	0.00
8	Mr. Mahendra Kumar Dutia, Company Secretary a) At the Beginning of the Year b) Changes during the Year c) At the end of the year	Nil	Nil No Change during the year	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year i.e. on 01.01.2015				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i + ii + iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the Financial Year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the Financial Year i.e. as on 31.12.2015				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i + ii + iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholtime Directors and/or Manager :

SI No.	Particulars of Remuneration	Sanjay Mathur Managing Director	Total Amount
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	166.67 30.97	166.67 30.97
2	Stock Option		
3	Sweat Equity		
4	Commission - As a % of Profit - Others, specify		
5	Others, please specify		
	TOTAL (A)	197.64	197.64
	Ceiling as per the Act Being 5% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013		240.76

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Independent Directors			Total Amount in Rs. Lacs
		Pradeep Mallick	Ajit Shah	Indira Parikh	
1	Fee for attending Board/Committee meetings Commission Others, please specify	1.15 7.70	1.20 7.00	1.00 7.00	3.35 21.70 -
	Total (1)	8.85	8.20	8.00	25.05
		Other Non-Executive Directors			
2	Other Non-Executive Directors	Merryl Durrenbach	Glenn Cowie		Total Amount in Rs. Lacs
	Fee for attending Board/Committee meetings Commission Others, please specify	- - -	- - -		- - -
	Total (2)	-	-	-	-
	TOTAL (B) = (1 + 2)	8.85	8.20	8.00	25.05
	Total Managerial Remuneration				222.69
	Ceiling as per the Act	Being 6% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013			288.91

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/MTD

Sl No	Particulars of Remuneration	Key Managerial Personnel		
		R Umesh CFO	Mahendra Kumar Dutia Company Secretary	Total Amount in Rs. Lacs
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	56.40 9.57	22.46 1.72	78.86 11.29
2	Stock Option			
3	Sweat Equity			
4	Commission - As a % of Profit - Others, specify			
5	Others, please specify			
	TOTAL	65.97	24.18	90.15

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Authority RD/NCLT COURT	Appeals made if any (give details)
A. COMPANY Penalty Punishment Compounding	Nil	Nil	Nil	Nil
B. DIRECTORS Penalty Punishment Compounding	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	Nil	Nil	Nil	Nil

ANNEXURE B

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A) Conservation of energy

1. Steps taken or impact on conservation of energy:

The Company has constantly been emphasising on optimisation of energy consumption in every possible area in its units. Various avenues are being explored at periodic interval and after careful analysis and planning measures are being initiated to minimise the consumption of energy by optimum utilisation of energy consuming equipment. During the year under review, the following measures were initiated/adopted for conservation and optimum utilisation of energy.

- Non-conventional energy resources are tapped for minimising energy usage for lighting, viz., Solar PV have been installed for use at corporate office building.
- Usage of LED lights in shop floors and office areas instead of conventional lights.
- Energy efficient air compressor systems.
- Daylight sensors on street lights for optimum usage.
- Installed energy efficient pumps in continuous operation areas instead of conventional pumps.
- Water conservation measures to minimise water intake & consequent reduction in pumping cum water treatment.
- Solar water heaters installed in washrooms to avoid use of electric water heaters.

2. Steps taken by the Company for utilising alternate source of energy:

- Solar PV installed for use in corporate office building lighting and some street lights in the vicinity of the Company's office.
- Solar water heaters installed in washrooms and reactor for hot wash application.

3. Capital investment on energy conservation equipment:

- High bay LED lights for flammable areas on the shop floors.
- Energy efficient and green gas based air-conditioners for office.

B) Technology Absorption

The following efforts are being made in technology absorption:

Research & Development (R&D)

1. Specific areas in which R&D is carried out by the Company

The Company carries out R&D in the following areas:-

(a) Feeding Systems:

- Developed formulations for import substitution.
- Developed new formulation to improve product performance.

(b) Coatings:

- Absorbed technology for developing special coatings.

(c) Non Ferrous:

- Developed specific grades of fluxing & dressing fluxes.
- Value engineering for metal treatment equipments.

2. Benefits derived as a result of the above R&D

Customers continued to benefit from the Company's range of products designed to improve quality, productivity, efficiency and the environment, which translated into the following improvements:

Product Improvement: Feeding systems was well equipped to address metallurgical issues thereby reducing rejections of castings.

Cost Reduction: In case of Non Ferrous, the value engineering done for Metal Treatment station helped to pass on some of the benefits to customers.

Product Development: In case of Non Ferrous, new range of fluxes for secondary plants reduces loss of Aluminium in dross. In case of Coatings, the technology transfers helped to improve internal passage cleanliness & also helped to address metallurgical issues in cast iron.

Import substitution: Development of new formulations in Feeding system, for import substitution led to reduction in cost, lower inventories and could meet increased demand from customers at a short notice.

3. In case of imported technology (imported during the last three years) the following information may be furnished:

(a) Details of the technology imported:

Feeding systems:-Manufacturing technology for high density sleeves

Ferrous coating: - Manufacturing technology & formulation for special coatings to improve passage cleanliness

Flow control: - Manufacturing technology & formulation for lining of ladles

(b) Year of Import:

Feeding system: - 2013

Ferrous coating: - 2013

Flow control: - 2015 – 4th quarter

(c) Whether the technology has been fully absorbed:

Feeding system - Yes

Ferrous coating - Yes

Flow control- No

(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof:

Flow control- The technology has been transferred only in 4th quarter and awaiting for critical raw materials testing.

4. Expenditure incurred on Research and Development:

a) Capital: Rs. 0.70 Lacs (previous year Rs. 11.80 Lacs)

b) Revenue: Rs. 66.82 Lacs (previous year Rs. 86.41 Lacs)

c) **Total : Rs. 67.52 Lacs** (previous year Rs. 98.21 Lacs)

C) Foreign exchange earnings and outgo during the year

	Current Year (in Rs. Lacs)	Previous Year (in Rs. Lacs)
a) Total Foreign exchange earned in terms of actual inflows	1,417.39	1,621.20
b) Total Foreign exchange outgo in terms of actual outflows	4,856.60	4,124.10

For and on behalf of the Board of Directors

Place: Pune
Date: 21 January 2016

Pradeep Mallick
Chairperson
DIN: 00061256

ANNEXURE C

Particulars of Employees and Related Disclosures

Information pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the financial year ended 31 December, 2015:

Name of the Director / KMP	Designation	Ratio of the remuneration of each Director and KMP to the median remuneration*	% increase in remuneration in the financial year
Pradeep Mallick	Non-Executive Director	1.40	-2.20%
Ajit Shah	Non-Executive Director	1.29	-1.80%
Merryl Durrenbach	Non-Executive Director	-	0.00%
Indira Parikh	Non-Executive Director	1.26	*105.13%
Glenn Allan Cowie	Non-Executive Director	-	0.00%
Sanjay Mathur	Managing Director	31.17	3.16%
R Umesh	Chief Financial Officer	10.41	8.74%
Mahendra Kumar Dutia	Company Secretary	3.81	8.02%

* Remuneration paid to Indira Parikh during the year ended 31 December, 2014 is for part of the year, hence not comparable with that of the year ended 31 December, 2015.

Note : Non-Executive Directors other than the Independent Directors do not receive any remuneration, sitting fees, or commission from the Company. Sitting fees and commission are paid to the Independent Directors only.

- b) The median remuneration of the employees of the Company during the financial year ended 31 December, 2015 was **Rs.6.34 lacs.**
- c) The percentage increase in the median remuneration of employees in the financial year was **17.80%**
- d) The number of permanent employees on the rolls of the Company: **228 as on 31 December, 2015.**
- e) The explanation on the relationship between average increase in remuneration and Company's performance: **Based on the annual appraisal of individual's performance vis-a-vis the Company's performance, the annual increment for all the employees including KMP is determined.**
- f) Comparison of the remuneration of the KMP against the performance of the Company:

Aggregate remuneration of KMP in FY 15 (in Lacs)	287.79
Revenue (in Lacs)	29,402.49
Remuneration of KMPs (as % of revenue)	0.98%
Profit Before Tax (PBT) (in lacs)	4,790.85
Remuneration (as % of PBT)	6.01%

- g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	31 December, 2015	31 December, 2014	% Change
Market Capitalisation (in Rupees Lacs) BSE	90,224.70	79,715.78	11.65%
Market Capitalisation (in Rupees Lacs) NSE	90,144.87	79,581.67	11.72%
Price Earning Ratio BSE	28.44	32.42	(14.00%)
Price Earning Ratio NSE	28.42	32.37	(13.92%)

- h) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	Closing Price of the Share as on 31 December, 2015	Public Offer	% Change
Market Price (BSE)	1,412.75	60.00	2254.58%
Market Price (NSE)	1,411.50	60.00	2252.50%

- i) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

	Sanjay Mathur	R Umesh	Mahendra Kumar Dutia
Remuneration in FY 15(In Lacs)	197.64	65.97	24.18
Revenue (in Lacs)	29,402.49	29,402.49	29,402.49
Remuneration as % of revenue	0.67%	0.23%	0.08%
Profit Before Tax (PBT) (in Lacs)	4,790.85	4,790.85	4,790.85
Remuneration (as % of PBT)	4.13%	1.38%	0.50%

- j) The Key Parameters for any variable component of remuneration availed by the Directors:

The Shareholders have, at the Annual General Meeting of the Company held on 27 March, 2015, approved the payment of commission to the Non-Executive Independent Directors, a sum not exceeding 1% per annum of the Net Profits of the Company calculated in accordance with the applicable provisions of the Act, in such amounts or proportions, as may be determined by the Board of Directors, for a period of five years, commencing from 1 January, 2015 and ending on 31 December, 2019. The said commission is decided each year by the Board of Directors and distributed amongst the Independent Directors based on the overall performance of the Company and of the Board of Directors.

- k) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: **None**
- l) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Statement of Particulars of Employees pursuant to the provisions of Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration) Rules, 2014 and forming part of the Directors' Report for the year ended 31 December, 2015

Sr. No.	Name & Age	Designation	Gross Remuneration (Rs.)	Qualifications (Years)	Experience	Date Of Commencement Of Employment	Last Employment held / Name of the Company
Employed throughout the year							
1	P M Deshpande (56 yrs)	Process And Engineering Director - Foundry	11,253,256	B.E. (Mechanical), MMS (Operations)	33	14-Nov-1985	Oil and Natural Gas Corporation of India
2	V Srinivasan (48 yrs)	Head - National Sales Foundry India	8,112,326	B.E. (Mechanical)	25	20-Feb-2014	Castrol India Limited
3	Jayant Kamat (51 yrs)	Head Of Operations - India & Asean	9,164,171	B Tech, DBM	26	03-Mar-2008	ROHM and HAAS (I) Pvt.Ltd
4	Sanjay Mathur (51 yrs)	Managing Director	19,763,803	B.E. (Chemical), Master of Marketing, DipFM, ACCA, UK	29	01-Apr-2007	Pennzoil Quaker State India Ltd.
5	R Umesh (53 yrs)	Chief Financial Officer	6,597,713	B. Com., L.L.B., F.C.A.	29	12-Aug-2004	GE Power Controls India Pvt. Ltd.
Employed for part of the year							
1	Mustafa Raj (46 yrs)	Head HR and Administration	2,867,911	B. Com., M.P.M.	20	01-Aug-2005	Whirlpool of India Limited

Notes :

- All appointments are / were on contractual, as per the rules and conditions of the Company.
- "Gross Remuneration" includes salary, bonus, allowances, leave travel allowance, reimbursement of medical expenses, employer's contribution to provident fund and superannuation fund, personal accident, GPA insurance premium and Mediclaim premium, wherever as applicable.
- As the future liability for the gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the individual employee is not ascertainable and therefore, not included above.
- None of the employees listed above is a relative of any Director of the Company.
- None of the employees listed above were in receipt of remuneration in that year, which in the aggregate, was in excess of the remuneration drawn by the Managing Director and holds, either by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company within the meaning of Rule 5(2)(iii) of the Companies (Appointment and Remuneration) Rules, 2014.

Annexure D

SECRETARIAL AUDIT REPORT

For the **Company's Financial Year** from 1st January, 2015 to 31st December, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Foseco India Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Foseco India Limited. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the **Company's Financial Year** from 1st January, 2015 to 31st December, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Foseco India Limited for the **Company's Financial Year** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit period)**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Audit period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit period)**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit period)**;
- (vi) Factories Act, 1948, The Payment of Wages Act, 1936, The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and The Environment Protection Act, 1986.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority Decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Pune

Date : 21st January, 2016

GRISHMA KHANDWALA

Company Secretary

ACS No. 6515

C.P. No. 1500

7, Indian Mercantile Mansions,

Madam Cama Road,

Mumbai- 400039

To,

The Members

Foseco India Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Pune

Date : 21st January, 2016

GRISHMA KHANDWALA

Company Secretary

ACS No. 6515

C.P. No. 1500

7, Indian Mercantile Mansions,

Madam Cama Road,

Mumbai- 400039

Annexure E

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year ended 31 December, 2015

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The CSR Policy aims at:

- Adopting appropriate strategies and projects for the welfare of the people and society at large, who are the ultimate beneficiaries.
- Making the project sustainable i.e., taking all decisions keeping the society and the environment in mind.
- Practicing its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders, including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The Company is responsible to continuously enhance shareholders wealth; it is also committed to its other stakeholders to conduct its business in an accountable manner that is aimed at sustainable development and inclusive growth.
- Commit towards aligning with nature by adopting eco-friendly practices; pursue initiatives related to quality management, environment preservation by encouraging conservative / judicious use of natural resources and social awareness.
- Undertake proactive engagement with stakeholders to actively contribute to the socioeconomic development of the periphery/community in which it operates.
- Using environment friendly and safe processes in production.
- Create a positive footprint within the society by creating inclusive and enabling infrastructure/ environment for liveable communities.

The CSR Policy has been placed on the Company's website at: <http://www.fosecointia.com>.

2. Composition of the CSR Committee:

Name	Designation
Indira Parikh	Chairperson
Pradeep Mallick	Member
Ajit Shah	Member
Sanjay Mathur	Member

3. Average net profit of the Company for last three financial years :
The average net profit of the Company for the last three financial years as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 was Rs. 3274.98 Lacs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : Rs. 65.50 Lacs
5. Details of CSR spent during the financial year:
 - a) Total amount to be spent for the financial year Rs. 65.50 Lacs
 - b) Amount unspent, if any Rs. 7.45 Lacs
 - c) Manner in which the amount spent during the financial year Details given below

Manner in which the amount spent during the financial year

(Rs. In Lacs)

Sl. No.	CSR Project or activity identified	Sector in which project is covered	Projects or Programmes 1) Local area or other 2) Specify the State and district where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise	Amount spent on the Projects or Programmes subheads: 1) Direct expenditure on projects or programmes 2) Overheads	Cumulative Expenditure up to the reporting period	Amount spent direct or through implementing agency *
1.	Juvenile Diabetes	Healthcare	Pune, Maharashtra	9.40	9.40	9.40	Rotary Club of Poona Downtown, Pune

Sl. No.	CSR Project or activity identified	Sector in which project is covered	Projects or Programmes 1) Local area or other 2) Specify the State and district where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise	Amount spent on the Projects or Programmes subheads: 1) Direct expenditure on projects or programmes 2) Overheads	Cumulative Expenditure up to the reporting period	Amount spent direct or through implementing agency *
2.	Reproductive and Child Health, Prevention of Female Foeticide, Gender Equality, etc.	Healthcare & Women Empowerment	Pune, Maharashtra	11.87	11.87	11.87	Rotary Club of Poona Downtown, Pune
3.	Assisting Girls for getting admission in Junior College, preparing them for appearing in competitive examinations, etc.	Higher Education	Pune, Maharashtra	11.29	11.29	11.29	Rotary Club of Poona Downtown, Pune
4.	Prevention of Female Foeticide etc.	Women Empowerment	Pune, Mumbai, Maharashtra	4.00	4.00	4.00	Laadli (Population First)
5.	Education for rural and tribal underprivileged children	Social & Economic Welfare	Programmes undertaken at 108 locations across 15 States in India including Maharashtra	8.00	8.00	8.00	AIM for Seva, Chennai
6.	Built 3 modern and well-equipped Science Laboratories in a college situated in a rural area	Girl Child Education	Talegaon Dhamdhare, Shirur, Maharashtra	12.52	7.60	7.60	Direct, but in association with Rotary Club of Pune East
7.	Girl Child Education & Gender Equality	Social Support & Development	Across 9 States in India including Maharashtra	4.00	4.00	4.00	K C Mahindra Education Trust
8.	Vending Machines & Incinerators for girls school - to improve hygiene	Healthcare	Puducherry	1.89	1.89	1.89	Direct
			Total	62.97	58.05		

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's Report

The actual spend of the Company on CSR was less than 2% of the average net profit of the last three financial years. Out of the sanctioned amounts, one of the activity is an ongoing project, which when completed, the committed amounts will be released.

7. A responsibility statement of the CSR Committee

The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Dated: 21 January, 2016

Place: Pune

Indira Parikh
Chairperson
(CSR Committee)

Sanjay Mathur
Managing Director &
CEO

Annexure F

Corporate Social Responsibility (CSR) Policy

Preamble:

CSR is a commitment on the part of an organisation to adopt appropriate strategies and projects for the welfare of the people and society at large. The people and the society are the ultimate beneficiaries. The CSR activity covers the process by which an organisation develops and defines its relationship with the ultimate stakeholders contributing to the common good of the society.

The most important condition on which the success of any CSR initiative hinges is sustainability i.e., all decisions should be based only on the society and the environment in which it lives.

Therefore, it is the core corporate responsibility of Foseco India Limited ("the Company") to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Company recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The Company is responsible to continuously enhance shareholders wealth; it is also committed to its other stakeholders to conduct its business in an accountable manner that is aimed at sustainable development and inclusive growth.

Purpose:

To attain its CSR objectives in a professional and integrated manner, the Company shall:

- Commit towards aligning with nature by adopting eco friendly practices; pursue initiatives related to quality management, environment preservation by encouraging conservative / judicious use of natural resources and social awareness.
- Undertake proactive engagement with stakeholders to actively contribute to the socio-economic development of the periphery/community in which it operates.
- Using environment friendly and safe processes in production.
- Create a positive footprint within the society by creating inclusive and enabling infrastructure/ environment for liveable communities.

Activities:

The CSR activities undertaken by the Company and the related expenditures incurred, shall mean and include, but not limited to:-

- eradicating extreme hunger and poverty;
- promotion of education;
- promoting gender equality and empowering women;
- reducing child mortality and improving maternal health;
- combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
- ensuring environmental sustainability;
- employment enhancing vocational skills;

- social business projects;
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; and
- such other matters as may be prescribed.

The CSR activities shall be undertaken, as projects or programs or activities (either new or on-going), including expenditures incurred, but excluding activities undertaken or expenditures incurred in pursuance of its normal course of business.

The Board of the Company may decide to undertake its CSR activities approved by the CSR Committee, through a registered trust or a registered society established by the Company or its holding or associate Company under section 8 of the Act or otherwise:

Provided that-

- (i) if such trust or society is not established by the Company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;
- (ii) the Company will, on a case-to-case basis, specify the project or programmes to be undertaken through these entities, the modalities of utilization of funds on such projects and programmes and the monitoring and reporting mechanism;

The Company may also collaborate with other companies or Non-Governmental Organisations (NGOs) for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies or NGOs are in a position to report separately on such projects or programmes in accordance with these rules.

The Company may grant donations to the NGOs provided the funds are earmarked as a part of the corpus of the NGOs and are used for the specified purposes stated by the Company.

The CSR spend shall include all expenditures, direct and indirect, both capital and revenue expenditure. Surplus funds, if any, allocated for CSR activities or arising out of CSR activities shall be ploughed back into the CSR activities only and shall not form part of business profits of the Company.

Subject to the provisions of sub-section (5) of section 135 of the Act, the CSR projects or programmes or activities undertaken in India only shall amount to CSR Expenditure.

The CSR projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with Section 135 of the Act.

The Company may undertake following activities, in addition to the above:

- Encourage girl child education by providing appropriate infrastructure to the underprivileged families and groom them as future value creators.
- Assist in skill development by providing direction and technical expertise to the vulnerable thereby empowering them towards a dignified life.

- Emphasize on providing basic nutrition/health care facilities with special focus on establishing health centres for the mother and child as well as the elderly.
- Facilitate water conservation by reducing water consumption at the plants and taking up rain water harvesting projects.
- Create a business value chain which is sustainable – environmentally + socially + economically.
- Promote an inclusive work culture.
- Work towards generating awareness for creating public infrastructure that is barrier free, inclusive and enabling for all including the elderly and the disabled.
- Create positive awareness towards the need to adopt measures that lead towards reducing carbon footprints, dependence on fossil fuels and promote alternate energy approaches.
- Promoting the well-being and development of employees and their families through an inspiring corporate culture that engenders good values.
- Employee participation is an important part of developing responsible citizenship. Our Company encourages and motivates employees to spend time volunteering on issues of their interest.

CSR Committee:

The Company will govern the CSR activities through a Committee of the Board comprising three or more Directors including at least one Independent Director. The CSR Committee will report to the Board.

The Committee shall approve all CSR projects/programs undertaken by the Company. It will also approve the NGOs with whom the Company will collaborate or contribute to for CSR programs. The Committee should meet at least once a year.

All projects and program above a value of Rs. 10 Lac will also be subjected to an annual financial audit by a third-party auditor as part of a regular financial audit.

The Committee will also prepare the draft CSR report at the end of the year for approval by the Board for reporting to the shareholders. The Company's Annual Report pertaining to financial year 2015 would include the Annual Report on CSR as per the particulars specified under CSR rules.

The Report shall include a responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Implementation Mechanism:

The Company will implement the CSR through a core team of Company employees headed by the Managing Director. The core team will implement the activities and report to the CSR Committee.

Monitoring Mechanism:

Each of the Company's CSR projects and programs would have clearly defined output, outcome and process indicators which will have to be reported at specified frequencies. All projects and program will be monitored by the CSR Committee. The monitoring process will cover any modifications to the policy, including the CSR structure, program and financial reviews.

All the projects recommended above would be evaluated from the perspective of time frames and social impact. The company would also ensure accountability for the funds invested in the NGO's project through continuous monitoring of the project's progress.

Partnerships:

Collaborative partnerships will be formed with the Government(s), District Authorities, NGOs and other like-minded stakeholders. This helps widen the Company's reach and leverage.

Budgets:

A specific budget is allocated for CSR activities. This budget should be project driven.

The Company shall spend, in each financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years. The average net profit shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for the activities.

CSR Expenditure:

CSR expenditure shall include all expenditure, direct or indirect, capital or revenue, incurred by the Company for projects or programmes relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but will not include any expenditure on an item not in conformity with activities which fall within the purview of the Schedule VII of the Act.

The amount to be spent on CSR activities shall be calculated in accordance with the provisions of the Companies Act, 2013 and Rules and notification issued thereunder. Any shortfalls in the expenditure may be made up by contributions to approved Funds. Any surplus arising out of CSR projects, programmes or activities shall not form part of the business profit of the Company.

Information dissemination:

All disclosures, display and reporting requirements related to CSR activities will be made in accordance with the provisions of the Companies Act 2013, its Rules and the notifications issued by the Ministry of Corporate Affairs from time to time. Information on CSR activities will be uploaded to the website of the Company www.fosecointia.com and also reported in the Directors Report to Shareholders.

Management Commitment:

The Board of Directors, the Management and all employees subscribe to the philosophy of compassionate care. We believe and act on generosity and compassion, characterised by a willingness to build a society that works for everyone. This is the cornerstone of our CSR policy.

Report on Corporate Governance

REPORT ON CORPORATE GOVERNANCE

This Report has been prepared and presented in compliance of the conditions of Corporate Governance laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter in this Report referred to as "SEBI (LODR) Regulations" or "the Regulations") and Clause 49 of the erstwhile Listing Agreement.

FOSECO'S PHILOSOPHY

Foseco strives to adopt the highest standards of excellence in Corporate Governance. The Company has consistently practised good Corporate Governance norms for the efficient conduct of its business and meeting its obligations towards all its stakeholders viz., the shareholders, customers, employees and the community in which the Company operates.

The Company has established procedures and systems to be fully compliant with the requirements stipulated by the Securities and Exchange Board of India (SEBI) under the SEBI (LODR) Regulations, which came into effect from 1 December, 2015, and Clause 49 of the erstwhile Listing Agreement. The broad principles in relation to disclosures and obligations have been implemented in a manner so as to achieve the objectives of Corporate Governance.

The Company's Corporate Governance philosophy is reflected in the following key areas of the Company's approach to business and its stakeholders:

Nature and Role of the Board of Directors

The Company's Board comprises individuals with considerable experience and expertise across a range of disciplines including general management, business strategy, finance and accounting. All Board Members have a significant breadth of international business experience. The Board Members are fully aware of their roles and responsibilities in the discharge of the key functions. The Board Members strive to meet the expectations of operational transparency to stakeholders, whilst simultaneously maintaining confidentiality of information to the extent required.

Foseco's Vision

The Company's vision is to become:

- The preferred partner to the foundry industry providing the greatest value.
- A highly respected industry leader with which all stakeholders are proud to be associated.

Business Strategy

The Company's business strategy is to improve its customer's business performance:

- By being the partner providing the greatest value.
- Achieved through a solutions partnering approach delivering improved foundry processes and casting quality.
- Based upon world-class proprietary technology, foundry process and product application expertise and excellence in customer service.

Foseco Values

All employees are committed to living the Company's values:

- Creativity
- Cooperation
- Reliability
- Integrity
- Embracing Diversity

Integrity of Financial Reporting

The Company ensures that adequate controls are in place to provide accurate and timely disclosure on all material matters including the financial situation, performance, ownership, and governance of the Company. The audit process is supervised by the Audit Committee of the Board and is undertaken by an independent firm of Chartered Accountants, accountable directly to the Audit Committee.

Rights of the Shareholders

Foseco believes in protecting the rights of the shareholders. It ensures adequate and timely disclosure of all information to the shareholders in compliance with the applicable laws. Shareholders are furnished with sufficient and timely information concerning the general meetings, issues to be discussed thereat, rules regarding holding and conducting the general meetings, opportunity to participate effectively and vote in general meetings, rules of the voting process, exercise of ownership rights and mechanism to address their grievances. They are informed of all key decisions concerning fundamental corporate changes. The minority shareholders are made aware of their rights of protection from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly. All shareholders are treated equitably.

Role of the Stakeholders

The Company recognises the rights of its stakeholders and respect their rights which are established by law or through mutual agreements. The stakeholders are provided opportunity to obtain effective redressal for violation of their rights. They get access to relevant, sufficient and reliable information on a timely and regular basis enabling them to participate in corporate governance process. The Company has laid down an effective whistle blower policy enabling stakeholders, including employees to freely communicate their concerns about illegal or unethical practices.

Framework on Insider Trading

The Company's shares are listed on the BSE Limited and the National Stock Exchange of India Limited. With the view to preventing insider trading and abusive self-dealing in the securities of the Company, the Company has formulated a Code of Conduct to Regulate, Monitor and Report Trading of the Company's securities by Insiders which came into effect from the date of commencement of SEBI (Prohibition of Insider Trading) Regulations, 2015 i.e., from May 15, 2015.

As a part of this Code, the Company's Directors, Key Managerial Personnel and designated employees are advised of the closed periods in respect of dealing / transacting in the securities of the Company prior to the announcement of the quarterly, half-yearly and annual financial results of the Company and other price sensitive information. The Code of Conduct is available on the Company's URL: FosecoIndia/View/policies.aspx.

Investor Services

Performance measures have been established in respect of all investor related services. Results are monitored regularly and improvements made, wherever required.

Performance Measurement

Foseco places considerable importance on the measurement of performance of employees, the purpose being to support all employees and the organisation to perform to their peak potential. The process includes the regular and transparent review of the performance of all employees against agreed objectives and behaviour. Employee remuneration is strongly linked to individual and Company performance. Likewise, the commission paid to Independent Directors is linked to the performance of the Company.

2. BOARD OF DIRECTORS

Composition and Category of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialisation.

The Board of the Company comprises six Directors - One Executive Director and five Non-Executive Directors, of whom three are Independent Directors. Two of the Non-Executive Directors are nominated by Foseco Overseas Limited, London, United Kingdom, as provided in the Articles of Association of the Company. The current strength of the Board includes two Women Directors, out of which one is an Independent Director as required under applicable legislation. The Chairperson of the Board is a Non-Executive Independent Director.

Composition of the Board of Directors as on 31 December, 2015:

Category	No. of Directors
Promoter - Non-Executive Directors	2
Executive Director	1
Non-Executive Independent Directors	3
Total	6

The background of each Director is summarized below:

(a) PRADEEP MALLICK (DIN: 00061256), Non-Executive Chairperson and Independent Director

Pradeep Mallick, aged 73 years, is a Non-Executive Independent Director on the Board of Foseco India Limited since 21 October, 2011 and Non-Executive Chairperson from 20 January, 2012. He is a graduate Electrical Engineer B.Tech from IIT Madras, who honoured him with the Distinguished Alumnus Award. He is a 'Chartered Engineer', Fellow of the Institution of Engineering & Technology (FIET), London, and holds a Diploma in Business Management from UK. From 1967 to 1988, Pradeep Mallick worked with Crompton Greaves, Tata Exports, EMC and GENELEC in the field of Power Distribution & Power Transmission, primarily in managing large turnkey projects in India, Gulf, West Asia and North Africa. In 1988, he helped to establish the Finnish Company Wartsila in India as a greenfield project and led the Company as its Managing Director for 15 years till 2003. He was conferred Knight First Class of the Order of The White Rose of Finland by the President of Finland. He is a Past Chairman of Confederation of Indian Industry (Western region) and a Past President of the Bombay Chamber of Commerce & Industry. He currently serves on the Boards of several Companies as a professional Independent Non-Executive Director. He is a Strategic Adviser cum Sounding Board to CEOs and an Executive Coach/Mentor to Corporate Executives, focusing on Leadership Development.

Pradeep Mallick is Chairperson of the Stakeholders' Relationship Committee of the Board of the Company and also a Member of the Board's Audit Committee, Corporate Social Responsibility Committee and the Nomination and Remuneration Committee.

He does not hold any shares in the Company.

(b) SANJAY MATHUR (DIN: 00029858), Managing Director

Sanjay Mathur, aged 51 years, is a Managing Director of the Company since 1 April, 2007. He was re-appointed as Managing Director for a period of three years from 1 April 2013. He is a Bachelor of Engineering (Chemical) from Punjab University, Chandigarh and has also done Advanced Management Programme from Melbourne Business School, Master of Marketing from Monash University, Australia and holds a Diploma in Financial Management (Dip FM) from ACCA, U.K. Sanjay Mathur has undergone numerous leadership and management development training programmes during his career. He has a wide-ranging experience across various functions and has worked with J.K. Synthetics Ltd, Bharat Petroleum Corporation Ltd. and the Shell Group. He was the Supply Chain & Industrial Sales Manager and General Manager (acting) of a Shell JV in the Middle East between 1998 and 2003. In 2003 Sanjay Mathur took over as Managing Director of Pennzoil-Quaker State India Limited (Pennzoil),

Mumbai after its acquisition by Shell in October 2002.

Sanjay Mathur is a Member of the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee of the Board of the Company. Although he is not a Member of the Audit Committee, he attends all the Meetings as he is a permanent invitee to these Meetings.

He does not hold any shares in the Company.

(c) AJIT SHAH (DIN: 02396765), Non-Executive Independent Director

Ajit Shah, aged 69 years, is a Non-Executive Independent Director on the Board of Foseco India Limited since 17 October, 2013. Ajit Shah is an eminent Chartered Accountant in practice since 1971. He is a Senior Partner at M. A. Parikh & Co., a firm of Chartered Accountants at Mumbai.

Ajit Shah specialises in the field of Audits and Assurances, domestic and international transfer pricing, valuation and consultancy in the field of finance and taxation. He is associated as consultant with well-known multinational groups like Merck, Germany, WPP Group, UK, American President Lines, Singapore, Mitsui OKS Lines, Japan and certain Tata group Companies.

Ajit Shah is the Chairperson of the Board's Audit Committee and the Nomination and Remuneration Committee of the Company and also a Member each of the Board's Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee.

He does not hold any shares in the Company.

(d) GLENN ALLAN COWIE (DIN: 07163534), Non-Executive Director

Glenn Allan Cowie, aged 54 years, is a Non-Executive and Non-Independent Director on the Board of the Company who was appointed as an additional director of the Company on 24 April, 2015.

Glenn Allan Cowie is a South African national and a British citizen and currently resides in Ohio USA, serving as the President - Foundry Vesuvius plc. He is associated with the Vesuvius Group since the last 33 years.

Glenn was appointed President Foundry in November 2014, having delivered significant change in business structure and performance as President Advanced Refractories during the prior three years. He started his career in Foseco South Africa in 1981, where he held several technical and sales positions in both the Foundry and Steel divisions, before becoming the Chief Executive Sub Saharan Africa. Glenn was transferred to the UK in an international Strategic Growth Initiative role and shortly thereafter was promoted to Area Director Northern Europe, based in Borken, Germany. Following a two-year period with Fosbel, he returned to Foseco in 2008 as Vice President Foundry NAFTA,

and subsequently the Americas. Glenn is a diploma engineer in Metallurgical Engineering.

Glenn does not hold Directorship in any other public Company in India except Foseco India Limited. Glenn is a Member each of the Board's Stakeholders' Relationship Committee and the Nomination & Remuneration Committee.

He does not hold any shares in the Company.

(e) MERRYL FRANCE DURRENBACH (DIN: 06920690), Non-Executive Director

Merryl France Durrenbach, aged 41 years, is a Non-Executive Director on the Board of the Company appointed on 21 July, 2014. Merryl France Durrenbach is a French national. She graduated from the Paris Institute Superior of Management with a Masters Degree in Finance & Management. She is head of Internal Audit for Vesuvius plc. She has an experience of 14 years as an external / internal audit and risk assurance gained in the Automotive, Oil & Gas, Plastic & Paper Packaging and Services. In her previous role, Merryl set-up and developed from a zero base a strong internal audit team, and established robust audit processes globally, supporting all areas of the business to deliver improvements and mitigate risks. That audit team was recognised as one of the best for UK public companies.

Merryl France Durrenbach does not hold Directorship in any other public Company in India except Foseco India Limited. Merryl is a Member each of the Board's Audit Committee and the Stakeholders' Relationship Committee.

She does not hold any shares in the Company.

(f) INDIRA PARIKH (DIN: 00143801), Non-Executive Independent Director

Indira Parikh, aged 72 years, is a Non-Executive Independent Director on the Board of Foseco India Limited since 21 July, 2014.

Indira Parikh has done M.Ed. from University of Rochester, New York USA and the Doctorate from Gujarat University. She was a faculty at IIM-Ahmedabad for over 30 years and Dean from 2002 to 2005. She has taught at INSEAD, Fontainebleau (France) and Texas A&M University. She has held various academic positions at IIMA.

She has specialized in organization development and design, and institution building. She has designed and offered management and leadership development programs in public sector, private sector and multinational organizations. She has been a consultant to various national and international organizations. Mrs. Parikh has travelled extensively on assignments across the continents and country.

Indira Parikh was the Founder President of FLAME. She was involved in creating the academic vision and shaping FLAME. She has conceptualized the Centre

for Organizational Growth and Excellence (COGE) with its focus on thresholds of life, lifelong learning, development and growth. The focus of COGE is on transformation from entry to career transition at the end of working life. All the programs focus on transformation of individuals, groups and institution's life, role and identity.

She has been honoured with several life time achievement awards both nationally and internationally.

Indira Parikh is the Chairperson of the Corporate Social Responsibility Committee of the Board of the Company and also a Member of the Board's Audit Committee, Stakeholders' Relationship Committee and the Nomination and Remuneration Committee.

She does not hold any shares in the Company.

None of the Directors of the Company are related to each other.

Disclosure of Directors' and Others Interest in Transactions with the Company

None of the Directors', Key Managerial Personnel and Senior Management, whether they, directly, indirectly or on behalf of third parties, have had any material interest in any transaction or matter directly affecting the Company pursuant to the provisions of Regulation 4(2)(f) of the SEBI (LODR) Regulations.

However, some commercial transactions have taken place with some of the Companies where Foseco Non-Executive Directors also hold Directorships. Such transactions have taken place only at arm's length basis and in the ordinary course of business, which have been disclosed to the Board and entered in the Register of Contracts and approved by the Board in accordance with the requirements of the Companies Act, 2013.

Independent Directors

The Independent Directors of the Company fully meet the requirements laid down under Regulation 16(1)(b) of the SEBI (LODR) Regulations. The Company has received a declaration from each of the Independent Directors confirming compliance with the criteria of independence as laid down under this Regulation as well as Section 149(6) of the Companies Act, 2013.

As mandated by the Regulation:

- all the Independent Directors, in the opinion of the Board of Directors, are persons of integrity and possesses relevant expertise and experience;
- none of the Independent Directors are or were promoter of the Company or its Holding, Subsidiary or Associate Company;
- none of the Independent Directors are related to Promoters or Directors in the Company, its Holding, Subsidiary or Associate Company;
- apart from receiving Director's remuneration, the

Independent Directors of the Company do not have or had any material pecuniary relationship with the Company, its Holding, Subsidiary or Associate Company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;

- none of the relatives of the Independent Directors has or have had pecuniary relationship or transaction with the Company, its Holding, Subsidiary or Associate Company, or their Promoters, or Directors, amounting to two per cent. Not more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- neither the Independent Directors themselves nor any of their relative(s) -
 - (i) holds or have held the position of a key managerial personnel or is or have been an employee of the Company or its Holding, Subsidiary or Associate Company in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed;
 - (ii) is or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed, of -
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its Holding, Subsidiary or Associate Company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its Holding, Subsidiary or Associate Company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with their relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its Promoters, Directors or its Holding, Subsidiary or Associate Company or that holds two per cent or more of the total voting power of the Company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- all the Independent Directors possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- the Independent Directors of the Company are not less than 21 years of age.

Board and Committee Memberships

As mandated by Regulation 26(1) of SEBI (LODR) Regulations, none of the Directors on the Board is a Member of more than ten (10) Committees and none is a Chairperson of more than five (5) Committees across all Public Limited Companies in which they are Directors. All the Directors have made necessary disclosures regarding Committee positions held by them in other Companies. The table below gives the details of Directorships, Committee Memberships and Chairpersonships in all Indian Companies including Foseco India Limited, as on 31 December 2015.

The numbers shown below, excludes Directorships and Committee Memberships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013. For the purpose of determination of limit, the Chairpersonship and Membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered.

A total of four Board Meetings were held during the year 2015 on the following dates: 28 January, 24 April, 22 July and 20 October. The maximum time gaps between any two Board Meetings was less than 120 days.

Composition of the Board and the Directorships held as on 31 December 2015 is as follows:

Name of the Director	Category	Number of Board Meetings attended during the year 2015	Attendance at the last AGM	Number of Directorships in all Public Limited Companies including Foseco	Number of Memberships in Audit/Stakeholder Committee(s) held in all Public Limited Companies including Foseco	Number of Post of Chairpersonships in Audit/Stakeholder Committee(s) held in all Public Limited Companies including Foseco
Pradeep Mallick (DIN: 00061256)	Independent, Non-Executive	4	Yes	4	6	2
Sanjay Mathur (DIN: 00029858)	Managing Director	4	Yes	1	1	-
Ajit Shah (DIN: 02396765)	Independent, Non-Executive	4	Yes	4	6	2
Glenn Allan Cowie ¹ (DIN: 07163534)	Non Independent, Non-Executive	2	--	1	1	--
Merryl France Durrenbach (DIN: 06920690)	Non Independent, Non-Executive	2	Yes	1	2	--
Indira Parikh (DIN: 00143801)	Independent, Non-Executive	4	Yes	7	7	--

¹ Glenn Allan Cowie was appointed as an Additional Non-Executive Director and nominee of Foseco Overseas Limited on 24 April, 2015.

Tenure of Independent Directors

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act, 2013 and clarifications / circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time. Apart from the above, the Company policy requires the Board Members to retire at the AGM following their 75th birthday.

Separate meetings of the Independent Directors

The Independent Directors held a Meeting on 21 January, 2016, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at such meeting. At the Meeting, they -

- reviewed the performance of Non-Independent Directors and the Board as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of Managing Director and Non-Executive Directors;
- assessed the quality, quantity and timeliness of flow of information between the Company Management

and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors hold an unanimous opinion that the Non-Independent Directors are Senior Business Managers with decades of experience in their business. Their knowledge and experience was found extremely useful for the Company. They are highly knowledgeable both on products and the Regions of Foseco operations and found them to be very competent, experienced, engaging, committed and participative. They have demonstrated their good listening skills and have been found to be logical, cogent, convincing and good observant.

The level of engagement amongst the Directors is very high. The Board has diversity of experience and each member has sound domain knowledge in their respective fields. The Directors have a well-coordinated, harmonious working relationship. All Directors are professional, they add value, contribute meaningfully and openly share their views and contribute to the high quality of discussions at meetings, with a view to continually probing avenues for sustainable growth. The Chairperson provides effective leadership to the Board,

encourages active engagement, participation and discussion by all Members and communicates effectively. He is seen to be meticulous, caring and well prepared for the Meetings. He is an active listener and provides meaningful contribution to the development of strategy.

The information provided by the Company Management is complete, of high quality and furnished with full disclosure in a professional and timely manner.

Familiarisation programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarised with the Company, their roles, rights and responsibilities in the Company, the Code of Conduct and Ethics to be adhered to, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The details of such familiarisation programmes can be viewed on the Company's website at [URL:www.fosecointia.com/View/policies.aspx](http://www.fosecointia.com/View/policies.aspx).

Meetings of the Board

Frequency: The Board meets at least once a quarter to review the quarterly results and other items of the Agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, Resolutions are passed by circulation, as permitted by law, which is confirmed in the next Board / Committee Meeting. The Company effectively uses video conferencing facility to enable the participation of Directors who may not be able to attend physically due to some exigencies.

Meetings Calendar: The probable dates of the Board / Committee Meetings for the forthcoming year are decided well in advance in order to facilitate and assist the Directors to plan their schedules for the Meetings. The indicative annual calendar of the Meetings forms part of this Report.

Board Meeting Location: The location of the Board / Committee Meetings is informed well in advance to all the Directors. Each Director is expected to attend the Board / Committee Meetings.

Notice and Agendas distributed in advance: The Company's Board / Committees are presented with detailed notes, alongwith the agenda papers, well in advance of the Meeting. The Agendas for the Board / Committee Meetings is set by the Company Secretary in consultation with the Chairperson of the Board / Committees. All material information is incorporated in the Agenda for facilitating meaningful and focused discussions at the Meeting. Where it is not practical to attach any document to the Agenda, the same is tabled before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary items on the Agenda are permitted. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.

Other Matters: The senior management team of the Company is advised to schedule its work plans in advance, particularly with regard to matters requiring discussions / decision with the Board / Committee Members.

Presentations by Management: The Board / Committee is given presentations, wherever practicable covering health, safety and environment, finance, sales, marketing, major business segments and operations of the Company, global business environment including business opportunities, business strategy, risk management practices and operating performance of the Company before taking on record the financial results of the Company.

Access to employees: The Directors are provided free access to officers and employees of the Company. Whenever any need arises, the Board / Committee Members are at liberty to summon the personnel whose presence and expertise would help the Board to have a full understanding of matters being considered.

Information Placed Before the Board / Committees:

Among others, information placed before the Board / Committees includes:

- Annual operating plans of businesses and budgets and any updates thereof.
- Capital budgets and any updates thereof.
- Quarterly Results of the Company including its operating divisions.
- Minutes of the Meetings of the Board and all Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal, if any, of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions that involve substantial payment towards royalty, goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources / industrial relations front, as and when it occurs.
- Making of loans and investments of surplus funds.
- General notices of interests of Directors.
- Formation / Reconstitution of Board Committees.
- Appointment, remuneration and resignation of Directors.
- Dividend declaration.

- Significant changes in accounting policies and internal controls.
- Sale of investments, assets which are material in nature and not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer, if any, etc., and steps taken by company to rectify instances of non-compliances, if any.
- Declarations submitted by Independent Directors at the time of appointment and also annually.
- Appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- Annual financial results of the Company, Auditors' Report, Directors' Report, Corporate Governance Report etc.
- Compliance Certificates for all the laws as applicable to the Company.

Minutes of the Meetings: The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairperson. The Minutes are confirmed by the Members and signed by the Chairperson at the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

Post meeting follow-up mechanism: The Company has an effective post meeting follow-up review and reporting process for the decisions taken by the Board and Committee(s) thereof. The important decisions taken at the Board / Committee(s) Meetings which calls for actions to be taken are promptly initiated and where required communicated to the concerned departments/ divisions. Periodical Action Taken Reports are also sent to all the Directors through e-mails between two Meetings on the action taken on previous pending points. The report is also placed at the immediately succeeding Meeting of the Board / Committee(s) for information and review by the Board/ Committee(s).

Code of Conduct and Ethics

The Company's Code of Conduct and Ethics provides guidelines to be followed by all Members of the Board of Directors and Senior Management to ensure the highest standards of professional conduct. Members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct and Ethics for the year ended 31 December 2015 on behalf of themselves and to the extent that they are aware, on behalf of all employees reporting to them. A declaration signed by the Managing Director & CEO of the Company to this effect is contained at the end of this report.

The said Code can be viewed on the Company's website at **URL: www.fosecointia.com/View/policies.aspx**.

Committees of the Board

As on 31 December, 2015, the Company has: Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee.

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the Members of the respective Board Committees. The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to obtain at the Company's expense, outside legal and professional advice on any matters within its term of reference. The Controller of Accounts and Company Secretary acts as the Secretary of all the Committees.

The functioning of all the Committees of the Board of Directors is guided by a well-laid down terms of references, that has been framed keeping in view the requirements prescribed for such Board Committees under the provisions of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement.

All the Committees were re-constituted during the year. The details of these Committees are set out below.

1. AUDIT COMMITTEE

Terms of Reference

The Audit Committee reviews with Management, the Statutory Auditors and the Internal Auditors all aspects of the financial results, effectiveness of internal audit processes, taxation matters and the Company's risk management strategy.

Composition

The Audit Committee comprises 4 Members, three of whom are Non-Executive Independent Directors - Ajit Shah, Pradeep Mallick and Indira Parikh and one is Non-Executive Non-Independent Director - Merryl France Durrenbach.

The Chairperson Ajit Shah, Chartered Accountant, has considerable financial expertise and experience. The Managing Director, the Chief Financial Officer, the Statutory Auditor and the Internal Auditor are permanent invitees to the Committee. The Controller of Accounts and Company Secretary acts as a Secretary to the Committee.

Audit Committee Meetings and Attendance of Directors

A total of four Audit Committee Meetings were held during the year 2015 on 27 January, 23 April, 21 July and 20 October. The maximum time gaps between any two Committee Meetings was less than 120 days.

Name of the Director	Number of meetings held during the year	Number of meetings Attended
Ajit Shah	4	4
Pradeep Mallick	4	4
Merryl Durrenbach	4	3
Indira Parikh	4	3

Powers and Role of the Audit Committee inter-alia includes the following:

- Conduct oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Monitor the integrity of the financial statements of the Company, including its annual and interim reports, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgments which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature;
- Review where necessary:-
 - the methods used to account for significant or unusual transactions where different approaches are possible;
 - whether the Company has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the view of the External Auditor;
 - the clarity of disclosure in the Company's financial reports and the context in which statements are made;
 - all material information presented with the financial statements, such as the notes to the accounts;
 - the CEO / CFO Certification.
- Review at each Meeting the statement of Related Party Transactions as defined in Accounting Standard 18 on the Related Party Transactions and the statement of contingent liabilities including those relating to Income and Commercial taxation.
- Approve Related Party Transactions.
- Approve subsequent modifications, if any, of the transactions of the Company with the related parties.
- Review, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- Scrutinise inter-corporate loans and investments;
- Order valuation of undertakings or assets of the Company, wherever it is necessary.
- Look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
- Review, with the Management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualification(s) / Modified Opinion(s) in the draft audit report;
 - The going concern assumption;
 - Compliance with accounting standards.
- Review with the management and recommend for Board approval the quarterly financial statements after having reviewed the limited review process with the External Auditors.
- Approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carry out any other function as is mentioned in the terms of reference of the Audit Committee.
- Evaluate the Internal Controls and Risk Management Systems.

- Review the effectiveness and adequacy of the Internal audit functions and processes including the performance of the Internal Auditors.
- Formulate the scope, functioning, periodicity and methodology for conducting the internal audit, in consultation with the Internal Auditors.
- Consider and make recommendations to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Company's External Auditors, subject to the approval of the shareholder at the Annual General Meeting;
- Propose to the Board, the External Auditors remuneration having regard to the level of fees which is appropriate to enable an adequate audit to be conducted, subject to the approval of the shareholders at the Annual General Meeting;
- Recommend to the Board regarding the approval of the External Auditors terms of appointment, including any engagement letter issued at the start of each audit and the scope of the audit;
- Assess annually the External Auditors independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the Auditor as a whole, including the provision of any non-audit services;
- Approve the payment to the Statutory Auditors for any other services rendered by them;
- Monitor the Auditors compliance with relevant ethical and professional guidelines including the rotation of audit partners;
- Assess annually the Auditor's qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the External Auditor on their own Internal quality procedures;
- Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- Review the findings of the audit and limited reviews with the External Auditors. This shall include but not be limited to, the following;
 - A discussion of any major issues which arise during the audit or limited review;
 - Any errors identified during the audit or limited review.
- Review the Auditor's management letter and management's response.
- Discuss with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Review the overall effectiveness and adequacy of the external audit functions and processes including performance of the External Auditors in terms of value addition.

- Implement and regularly review the policy on the rendering of the non-audit services by the External Auditors.
- Review the Whistle-blower Policy and taking stock of any report from the Directors and employees on the same.

Risk Management

The Audit Committee regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

2. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The primary purpose of the Committee, among other things, is to determine and propose the following for Board's approval:-

- i) identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- ii) carry out evaluation of every Director's performance along with the Board;
- iii) formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors;
- iv) formulate the criteria for performance evaluation of Independent Directors and the Board;
- v) devise a policy on Board diversity;
- vi) the Members and Chairperson of Board Committees;
- vii) evaluate the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- viii) ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

Composition

The Committee comprises four Members - Ajit Shah as Chairperson, Pradeep Mallick and Indira Parikh as Non-Executive Independent Directors and Glenn Cowie as Non-Executive Non-Independent Director.

Nomination and Remuneration Committee Meetings and Attendance of Directors- During the year, two Meetings of the Nomination and Remuneration Committee were held on 27 January and 23 April. The attendance of the Members at these two Meetings is given below:

Name of the Director	Number of meetings held during the year	Number of meetings Attended
Ajit Shah	2	2
Pradeep Mallick	2	2
Glenn Cowie ¹	2	0
Indira Parikh	2	2

¹ Glenn Cowie was appointed as a Member of this Committee on the conclusion of the Board Meeting held on 24 April, 2015.

Selection of Directors

Selection and appointment of Directors is done based on various criteria viz., Determining Qualifications, Positive Attributes & Independence of a Director and Policy for Board diversity. The criteria inter-alia includes, qualification in any professional discipline or proven track record of strong managerial capabilities; possessing knowledge and skills in one or more fields of sales, marketing, technical operations, research, accounting, finance, management, administration, corporate governance; possessing relevant experience at policy-making and at leadership position in large organisations; having high standards of integrity and probity etc. In case of Independent Directors, he/she must fulfill the criteria of independence attributes to bring independent judgment to Board's deliberations and decisions over and above other attributes. Woman member on the Board to be selected on merit.

Performance evaluation criteria for Independent Directors (ID)

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the IDs that justify his / her extension / continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and his / her effectiveness, contribution at the Meetings, guidance / support to the Management;

The assessment to determine the key attributes of the Directors covers the following:

- ability and willingness to speak up
- ability to carry others
- ability to disagree, stand his/her ground
- displays independence of judgement
- focus on shareholder value creation
- high governance standards
- is well informed of the agenda and well prepared on the issues to be discussed thereat

The Board of Directors (excluding the Director being evaluated) had evaluated the performance of all the Independent Directors on the Board and have determined to continue with the term of appointment of the Independent Directors.

All the Independent Directors have furnished a declaration that he / she meets the criteria of independence as laid down in Section 152 of the Companies Act, 2013.

The required information of the Directors who are seeking appointment or re-appointment is set out in the annexure to the AGM Notice.

Performance Evaluation of Board, Committees and Directors

Based on the criteria laid down, the Board carried out the annual performance evaluation of Board, the Committees and the other Directors. Whereas at a separate meeting, Independent Directors evaluated the performance of the Non-Independent Director, the Board as a whole and of the Chairperson.

As per the criteria for evaluation of the Board, it covers: Degree of fulfillment of key responsibilities by the Board, structure and composition of the Board aligning to the need and strategy of the Company; establishment and delineation of responsibilities to the Committees; effectiveness of Board processes, information and functioning; Board culture and dynamics; quality of relationship between the Board and the Management; efficacy of communication with the external stakeholders.

Performance evaluation criteria for Managing Director inter alia include: level of skill, knowledge and core competence; performance and achievement vis-à-vis budget and operating plans; Effectiveness towards ensuring statutory compliances; discharging duties/responsibilities towards all stakeholders; reviewing/monitoring Executive management's performance, adherence to ethical standards of integrity & probity; employment of strategic perception and business acumen in critical matters etc.

Committees of the Board are evaluated for their performance based on: effectiveness in discharging duties and responsibilities as outlined in the charter, specifically satisfying itself on integrity of financial statements and financial reporting, management of enterprise risk, compliance with laws and regulations, sufficiency in addressing the objectives for which it is set up, among other things; adequacy of Committee's composition; effectiveness of the various Meetings based on frequency of the Meetings, agenda discussed, time allotted, adequacy of information provided etc., dynamism of Committees giving an idea to the Members on their role and responsibilities; quality of relationship of the various Committees with the Board and the Management showing high degree of responsiveness and providing strategic guidance / direction to the Board on various matters coming under Committee's purview etc.

Performance evaluation was done by rating the performance on each criteria on the scale of 1 to 5, 1 being strongly

disagree and 5 being strongly agree. Separate exercise was carried out for evaluation of each Director and category i.e. Independent Directors, Managing Director, Chairman, the Board and the Committees. The Board expressed its satisfaction on the process as well as performance of all Directors, Committees and Board as a whole.

Remuneration Policy

(A) Managing Director

The remuneration paid / payable to the Managing Director is in accordance with the limits fixed by the Board and approved by the Shareholders. The total remuneration comprises fixed component consisting of salary and perquisites in accordance with the Company's policy and a performance bonus linked to Company performance. Increase in fixed remuneration is dependent upon both the Managing Director's and the Company's performance and is assessed annually. The performance bonus is based on a set of stretch targets that reflect the overall financial performance of the Company each year.

The remuneration to Managing Director is fair and reasonable after taking into account, level of skill, knowledge and core competence of individual, functions, duties and responsibilities, Company's performance and achievements, compensation of peers and industry standard and other factors.

The Committee recommends periodic revision in the remuneration of Managing Director to the Board and the Board fixes his remuneration taking into consideration the above factors as also ceiling limits prescribed under the Companies Act, 2013. The same is subject to the approval of the Shareholders, wherever required.

During the financial year ended 31 December 2015, the Company has paid the following remuneration to the Managing Director:

Salary and bonus	Rs. 166.67 lacs
Total perquisites	Rs. 30.97 lacs
Total	Rs. 197.64 lacs

The Managing Director's three-year contract with the Company expires on 31 March 2016. He has been re-appointed for a further period of three years from 1 April, 2016 to 31 March, 2019, by the Board of the Company on the recommendation of the Nomination and Remuneration Committee, which is subject to the approval of the Shareholders of the Company at the forthcoming Annual General Meeting. The contract can be terminated by mutual agreement with no severance fees payable. A Resolution seeking re-appointment of the Managing Director and fixation of his remuneration is contained in the Notice of the Annual General Meeting.

(B) Non-Executive Independent Directors

Non-Executive Independent Directors are paid sitting fees for attending the Board and Committee Meetings, plus the reimbursement directly related to the actual travel and out-of-pocket expenses, if any, incurred by them. Non-Executive Independent Directors receive commission, which in total does not exceed 1% of the net profits of the Company computed under Section 198 of the Companies Act, 2013. The amount of commission is based on the overall financial performance of the Company and of the Board of Directors.

Apart from the above, no other remuneration is paid to the Non-Executive Independent Directors. The amount paid / payable for the financial year ended 31 December, 2015 is summarized below:

Directors	Sitting Fees (Rs. In lacs)	Commission Payable (Rs. In lacs)
Pradeep Mallick	1.15	7.70
Ajit Shah	1.20	7.00
Indira Parikh	1.00	7.00

The commission becomes due and payable only after the approval of the Annual Accounts by the Shareholders' at the Annual General Meeting held after the conclusion of the financial year.

3. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Terms of Reference

The Terms of Reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy.
- Recommend the amount of expenditure to be incurred on CSR activities.
- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company.
- Monitor CSR policy from time to time.

Composition

The Committee comprises four Members, out of which three of them are Independent Directors - Indira Parikh as the Chairperson, with Pradeep Mallick, Ajit Shah and Sanjay Mathur as the other Members. The Controller of Accounts and Company Secretary acts as a Secretary to the Committee.

CSR Committee Meetings and Attendance of Directors-

During the year, two Meetings of the CSR Committee were held on 23 April and 22 July. The attendance of the Members at these two Meetings is given below:

Name of the Director	Number of meetings held during the year	Number of meetings Attended
Indira Parikh	2	2
Pradeep Mallick ¹	2	1
Ajit Shah	2	2
Sanjay Mathur	2	2

¹ Pradeep Mallick was appointed as a Member of this Committee on the conclusion of the Board Meeting held on 24 April, 2015.

CSR Policy

Your Company has developed a CSR Policy which is carried in this Report. Additionally, the CSR Policy is available on the website of the Company at **URL : FosecoIndia/View/policies.aspx**.

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Terms of Reference

The Committee focuses primarily on monitoring and ensuring that the shareholder and investor services operate in an efficient manner and that all Stakeholders grievances / complaints are addressed promptly with the result that all issues are resolved rapidly and efficiently.

Composition

As on 31 December, 2015, the Committee comprises six Members: Pradeep Mallick, a Non-Executive Independent Director as Chairperson, Ajit Shah, Glenn Cowie, Merryldurrenbach, Indira Parikh and Sanjay Mathur as its Members. The Controller of Accounts and Company Secretary acts as a Secretary to the Committee.

Stakeholders' Relationship Committee Meetings and Attendance of Directors

A total of four Committee Meetings were held during the year 2015 on the following dates: 27 January, 23 April, 21 July and 20 October.

Name of the Director	Number of meetings held during the year	Number of meetings Attended
Pradeep Mallick	4	4
Ajit Shah	4	4
Glenn Cowie ¹	4	2
Merryldurrenbach	4	3
Indira Parikh	4	2
Sanjay Mathur	4	4

¹ Glenn Cowie was appointed as a Member of this Committee on the conclusion of the Board Meeting held on 24 April, 2015.

Compliance Officer

Mahendra Kumar Dutia, Company Secretary and Controller of Accounts is the Compliance Officer.

Analysis of Complaints - Received and Resolved

Nature of Complaints	Opening Balance	Complaints Received During the Year	Received From		Closing Balance
			Share Transfer Agents or Direct	SEBI / BSE / NSE	
Non-receipt of dividend warrant	Nil	Nil	Nil	Nil	Nil
Non-receipt of Share Certificate	Nil	Nil	Nil	Nil	Nil
Non-furnishing of Annual Report	Nil	2	1	1	Nil
Total	Nil	2	1	1	Nil

All complaints have been resolved to the satisfaction of shareholders.

General Body Meetings

Location, date and time of the Annual General Meeting held during the last 3 years and Special Resolutions passed thereat:

Financial Year Ended	Date of the AGM	Time	Location	Special Resolutions Passed
31st December, 2014	27 March, 2015	1200 Hrs	At the Company's Registered Office at Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, Pune - 412 208	Approval u/s., 197 of the Companies Act, 2013 for payment of commission not exceeding 1% of net profits of the Company to the Independent Directors of the Company, in each financial year over a period of five years commencing from 1 January, 2015 and ending on 31 December 2019.
31st December, 2013	22 April, 2014	1200 Hrs	- Do -	Approval u/s., 309(4) and 309(7) of the Companies Act, 1956 for payment of commission not exceeding 1% of the net profits of the Company to the Independent Directors of the Company, in each financial year over a period of five years with effect from 1 January, 2014.
31st December, 2012	22 April, 2013	1100 Hrs	- Do -	NIL

Special Resolution passed through Postal Ballot

During the financial year ended 31 December, 2015, no special resolution was put through by postal ballot.

Special Resolution proposed to be conducted through Postal Ballot and procedure therefor

No Special Resolution is proposed to be conducted through postal ballot at the forthcoming Annual General Meeting of the Shareholders to be held in April, 2016. Hence the procedure of postal ballot is not laid down.

Extra-Ordinary General Meeting

No Extra-Ordinary General Meeting of the Shareholders was held during the financial year ended 31 December, 2015.

Means of Communication

The Quarterly, Half-Yearly and Annual Financial Results are regularly submitted to the Stock Exchanges in accordance with the Regulation laid down therefor and the erstwhile Listing Agreement and are generally published in the Business Standard (in English Language - All India Editions) and Loksatta (in Marathi Language - Pune Edition). The results are posted on the Company's website www.fosecointia.com, after its submission to the Stock Exchanges. These are available in a freely downloadable format.

The Annual Report, Quarterly, Half-Yearly and Annual Financial Results, Shareholding Pattern, Intimation of the Board Meetings and other statutory filings with the Stock Exchanges are posted through the filing system of the BSE Limited and NSE Electronic Application Processing System (NEAPS) portals.

All price sensitive information and matters which are material and relevant to the Shareholders are intimated to the BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed.

General Shareholders Information

59th Annual General Meeting

The 59th Annual General Meeting will be held on 26 April, 2016 at the Registered Office of the Company at 1200 hours (IST).

Financial Year of the Company

The Company follows the calendar year as the financial year viz., From January to December of a year.

Pursuant to the provisions of Section 2 (41) of the Companies Act, 2013, the Company had made an application with the Company Law Board, New Delhi Bench, New Delhi ("CLB"), allowing it to continue to maintain its Financial Year from 1st day of January of a year to 31st day of December of the same year, in alignment with the financial year of its Holding Company Foseco Overseas Limited, United Kingdom.

The CLB has passed an order on 28-10-2015 vide CP No. 95/2(41) MB/2015, thereby allowing it to maintain its Financial Year from 1st day of January of a year to 31st day of December of the same year. Subsequently, your Company has filed Form INC-28 viz., a Notice of Order of the CLB, with the MCA online on 20-11-2015,

informing them of the above fact.

Financial Calendar (Tentative and subject to change)

Financial Reporting 2016	From	To	Probable Date(s)
1st Quarter	January	March	3rd week of April 2016
2nd Quarter	April	June	3rd week of July 2016
3rd Quarter	July	September	3rd week of October 2016
4th Quarter	October	December	1st week of February 2017
Annual General Meeting for the financial year ending 31 st December, 2016			April 2017

Company Identification Number (CIN): CIN of the Company is **L24294PN1958PLC011052**.

Date of Book Closure: From **23 April, 2016 to 26 April, 2016 (both days inclusive)** for determining the entitlement of the Shareholders to the final dividend, if declared at the AGM.

Dividend Payment Date: Final Dividend will be paid to the shareholders on or before **25 May, 2016** (subject to the approval of the shareholders at the 59th AGM).

Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees Paid Upto	ISIN
BSE Limited	500150	31.03.2016	INE519A01011
National Stock Exchange of India Limited	FOSECOIND	31.03.2016	INE519A01011

Share Price

The Company's high and low prices recorded on the BSE Limited and the National Stock Exchange of India Limited during the year ended 31 December 2015 were:

Month	B S E		N S E	
	Share Price		Share Price	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Jan 15	1,373.70	1,150.00	1,344.00	1,149.95
Feb 15	1,340.00	1,183.00	1,397.00	1,156.60
Mar 15	1,273.00	1,045.00	1,288.90	1,033.00
Apr 15	1,340.00	1,100.00	1,334.00	1,085.05
May 15	1,200.00	1,116.00	1,200.00	1,106.00
Jun 15	1,227.00	1,075.00	1,220.00	1,050.10
Jul 15	1,549.00	1,140.00	1,549.00	1,132.00
Aug 15	1,550.00	1,199.75	1,549.00	1,208.85
Sep 15	1,325.00	1,190.25	1,320.00	1,195.00
Oct 15	1,463.00	1,260.00	1,461.90	1,245.40
Nov 15	1,410.00	1,285.00	1,410.00	1,276.00
Dec 15	1,427.75	1,282.00	1,445.95	1,291.45

(Source: Compiled from the data available from the BSE and NSE websites)

Registrar & Transfer Agent (RTA): The RTA of the Company is

Agent	Address	Contacts	Meeting Frequency
Link Intime India Private Ltd.	Akshay Complex, Block 202, 2nd Floor, off Dhole Patil Road, Near Ganesh Mandir, Pune 411 001.	Tel.: +91-(020) 26160084, 26161629, 26163503 Email: pune@linkintime.co.in Website: www.linkintime.co.in	Each Fortnight

Address for Correspondence:

- i) For change of address and bank mandates:
 - In cases of shares held in dematerialised form - Shareholders should contact their respective Depository Participant.
 - In cases of shares held in physical form - Shareholders should contact the Company's RTA - Link Intime India Private Limited.
- ii) For dividends and other complaints:
 - Shareholders should contact the Company's RTA - Link Intime India Private Limited.
- iii) For any other queries, information and matters relating to investor relations:
 - Shareholders should contact Mahendra Kumar Dutia, Company Secretary and Compliance Officer, Foseco India Limited, Gat Nos. 922 & 923, Sanaswadi, Taluka: Shirur, District Pune 412 208, Contact number: +91 (02137)668126 (Direct), 668100 (Board), +91 (02137) 668360 (Fax), E-mail ID: investor.grievance@foseco.com.

Share Transfer System

In order to expedite the process of transfer of securities, the Stakeholders' Relationship Committee of the Board has delegated the powers severally to all the Directors and the Registrar & Share Transfer Agents. All routine transfers and transmissions of shares are processed within a period of 15 days from the date of receipt of transfer documents provided the documents are complete in all respect.

Requests for dematerialisation of shares are processed within 15 days from the date of receipt if the documents are in order.

As per the requirement of Clause 47(c) of the erstwhile Listing Agreement with the Stock Exchanges, the Company has obtained half-yearly certificates from Practicing Company Secretary for due compliance of share transfer formalities and had filed the same with the Stock Exchanges. These certificates were also placed before the Board of Directors at its Board Meetings.

As on 31 December 2015 there were no valid requests pending for transfer of shares.

Reconciliation of Share Capital Audit Report

As required under Regulation 55A of SEBI (Depositories and Participants), Regulations, 1996, the Reconciliation of Share Capital on the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") and in physical form for each of the quarters in the financial year ended 31 December, 2015 was carried out by a Practising Company Secretary whose reports were submitted with the Stock Exchanges at the end of every quarter, within the prescribed time-limit. The reports were also placed before the Board of Directors at its Board Meetings.

Shareholding Distribution

The shareholding distribution as at 31 December 2015 is tabulated below:

Shareholding	Number of Share-holders	% of Total Share-holders	Total Number of Shares	% of Total Shares
Up to 5,000	7248	99.78	731765	11.46
5,001 to 10,000	7	0.10	53166	0.83
10,001 to 20,000	2	0.03	24878	0.39
20,001 to 30,000	2	0.03	54579	0.85
30,001 to 1,00,000	0	0.00	0	0.00
1,00,001 and above	4	0.06	5522071	86.47
Total	7263	100.00	6386459	100.00

The nature of shareholding is summarized below:

Category	Total Number of Shares	% of Total Shares
Foreign Promoters	4788845	74.98
Foreign Companies	734829	11.51
NRIs /OCBs/FIIs	21214	0.33
Banks and FIIs, Mutual Funds	1632	0.03
Private Corporate Bodies	88766	1.39
Indian Public	751173	11.76
Total	6386459	100.00

Dematerialisation of Shares and Liquidity

Shares of the Company can be held and traded in electronic form. The Company has established connectivity with both the depositories i.e., NSDL and CDSL. As on 31 December, 2015, approximately 98.50% of shares of the Company have been dematerialised. Shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited.

Outstanding GDRs / ADRs / Warrants / Convertible Instruments

The Company has not issued GDRs or ADRs. There are no outstanding warrants or any convertible instruments.

Equity Shares lying in the Suspense Account

In compliance with Para F of Schedule V to the SEBI (LODR) Regulations, the information relating to the equity shares lying in the suspense account is given hereunder:

Particulars	No. of Shareholders	No. of Shares Outstanding
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	3	240
Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	1	100
Number of shareholders to whom shares were transferred from the suspense account during the year	1	100
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	2	140

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Plant Locations

The Company has two manufacturing sites. The address of its plants are given below:-

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

Puducherry -Medium Scale Industrial Area, PIPDIC Industrial Estate, Mettupalayam, Puducherry 605 009

Disclosures

Related Party Transactions and Policy related thereto

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The Company does not have any subsidiary or associate. Transactions with related parties are entered into by the Company in the normal course of business and at arm's length. The details of transactions are periodically placed before the Audit Committee for review and approval. Members may refer to the notes to the accounts for details of related party transactions.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy

to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules framed thereunder including the SEBI (LODR) Regulations and the erstwhile Listing Agreement. The policy has been placed on the website of the Company at **URL: FosecoIndia/View/policies.aspx**.

Disclosure of Accounting Treatment

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

Compliance with Regulations

The Company has complied with the requirements of the Regulatory Authorities on Capital Markets. Neither has there been any instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty or stricture been imposed on the Company by the Regulatory Authorities or any statutory authority, on any matter related to capital markets, during the last three years.

Whistle-blower Policy

In line with the best Corporate Governance practices, Foseco India Limited has put in place a system through which the Directors, employees and business associates may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics without fear of reprisal. The Company has put in place a process by which employees and business associates have direct access to the Audit Committee Chairperson, Managing Director, Chairperson of the Board and Compliance Officer.

The Whistle-blower Policy is placed on the notice board of the Company, and its website at **URL: FosecoIndia/View/policies.aspx**.

Dividend Policy

Foseco's dividend policy is based on the belief that our shareholders should decide how best to invest their funds retained in the Company that is surplus to the medium term cash requirements of the business. Therefore, the Company's dividend policy is to return to the shareholders that cash, which in the opinion of the Board, is in excess to the medium term cash requirements. In determining the future cash requirements of the business, the Board includes the following in its review:

- Working capital to support growth
- Capital investment to expand capacity and to maintain existing facilities
- Potential for acquisitions
- Possibility of contingent liabilities crystallising

- The projected business performance and internal cash generation
- Possible funding requirements
- Macro-economic and fiscal environment
- Contingency planning

Unclaimed Dividends

By virtue of the provision laid down under the Companies Act, 2013, the amount of dividend remaining unpaid / unclaimed for the period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company, shall be required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding dates when unpaid / unclaimed dividends are due for transfer to the IEPF:

Year	Date of Declaration	Due Date for Transfer
2008 Final	22-Apr-2009	21-May-2016
2009 1st Interim	24-Jul-2009	22-Aug-2016
2009 2nd Interim	27-Oct-2009	25-Nov-2016
2009 Final	21-Apr-2010	20-May-2017
2010 - 1st interim	21-Apr-2010	20-May-2017
2010 - 2nd interim	23-Jul-2010	21-Aug-2017
2010 - 3rd interim	21-Oct-2010	19-Nov-2017
2010 - Final	21-Apr-2011	20-May-2018
2011 - 1st interim	21-Apr-2011	20-May-2018
2011 - 2nd interim	22-Jul-2011	20-Aug-2018
2011 - 3rd interim	21-Oct-2011	19-Nov-2018
2011 - Final	25-Apr-2012	25-May-2019
2012 - 1st interim	25-Apr-2012	25-May-2019
2012 - 2nd interim	18-Jul-2012	17-Aug-2019
2012 - 3rd interim	23-Oct-2012	22-Nov-2019
2012 - Final	22-Apr-2013	21-May-2020
2013 - 1st interim	22-Apr-2013	21-May-2020
2013 - 2nd interim	14-Aug-2013	13-Sep-2020
2013 - 3rd interim	17-Oct-2013	16-Nov-2020
2013 - Final	22-Apr-2014	21-May-2021
2014 - 1st interim	09-May-2014	08-Jun-2021
2014 - 2nd interim	21-Jul-2014	20-Aug-2021
2014 - 3rd interim	14-Nov-2014	13-Dec-2021
2014 - Final	27-Mar-2015	26-Apr-2022
2015 - 1st interim	24-April-2015	23-May-2022
2015 - 2nd interim	22-July-2015	21-Aug-2022
2015 - 3rd interim	20-Oct-2015	19-Nov-2022

Members who have not encashed their dividend warrants are requested to write to the Company's Registrar and Transfer Agents viz., Link Intime India Private Limited and have them revalidated and encashed to avoid transfer to IEPF.

Payment of Dividend etc.

The Company through its Registrar and Transfer Agents - Link Intime India Private Limited (RTA) uses the electronic mode of payment facility approved by the Reserve Bank of India, i.e., ECS, RTGS, NECS, NEFT, Direct Credit etc. for making payment of dividends and other cash benefits to the shareholders.

As specified in Schedule I to the SEBI (LODR) Regulations, the Company's RTA shall maintain bank details of their investors as follows -

- For investors holding securities in dematerialised mode, by seeking the same from the depositories,
- For investors holding securities in physical mode, by updating bank details of the investors at their end.

In cases where either the bank details such as MICR, IFSC etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the Bank, the RTA shall issue 'payable-at-par' warrants / cheques for making payments to the investors. The RTA shall mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, it shall mandatorily print the address of the investor on such payment instructions.

Where the amount payable as dividend exceeds Rs. 1500, the 'payable-at-par' warrants or cheques shall be sent by speed post.

Members holding securities in physical form are requested to intimate any change in address, change of name, bank details viz., account number, name of the bank and branch, MICR, IFSC etc., to the Company's RTA for updating these details against their folios. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder. The nomination facility in respect of shares held in electronic form is also available with the depository participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination forms are available on the website of the Company www.fosecointia.com, which can be used by the Members for the said purpose.

CEO / CFO Certificate

The Managing Director / CEO and the CFO have furnished a compliance certificate to the Board of Directors under Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulations.

Details of Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements

The Company has complied with the applicable mandatory requirements of Clause 49 of the erstwhile Listing Agreement as well as the SEBI (LODR) Regulations.

The Company has adopted following non-mandatory requirements as specified in Part E of Schedule II of the SEBI (LODR) Regulations.

- A Non-Executive Chairperson is entitled to maintain a Chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.
- During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.
- The Chairperson of the Company and the Managing Director / CEO are different persons.
- The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

Policy for determining 'material' subsidiaries

Your Company does not have any subsidiary / subsidiaries, therefore no policy worth mentioning was required to be framed in this regard.

Disclosure of commodity price risks and commodity hedging activities

The principal raw materials of the Company are zircon, phenol, inoculants etc. These are procured from the domestic suppliers. Some of the raw materials are procured from the overseas markets as well. In case the raw materials prices undergo upward revision and / or the imported raw materials are exposed to foreign exchange rate fluctuations, the price differences are adequately covered in the selling price of the finished products. The Company does not indulge in any commodity hedging activities.

Compliance or otherwise of any requirement of Corporate Governance Report

The Company has complied with the requirements of the Corporate Governance and has made disclosures to the extent required and applicable to it, as stipulated in the SEBI (LODR) Regulations. These are the following:-

- Sub-para 2 to 10 of Para C of Schedule V;
- Regulations 17 to 27; and
- Regulation 46 (2) (b) to (i).

PRACTICING COMPANY SECRETARY'S CORPORATE GOVERNANCE CERTIFICATE

The Company has obtained a certificate from a practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated in Para E of Schedule V of the SEBI (LODR) Regulations and Clause 49 of the erstwhile Listing Agreement. The Certificate is annexed to this Report.

For and on behalf of the Board of Directors

Place: Pune
Date: 21 January 2016

Pradeep Mallick
Chairperson
DIN: 00061256

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As required by Clause 49 II (E)(2) of the erstwhile Listing Agreement with the Stock Exchanges and Regulation 34(3) read with Para D of Schedule V to the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, I hereby declare that the Company has adopted a Code of Conduct and Ethics for all Board Members and Senior Management of the Company. The Code is available on the Company's website.

I further declare that the Company has in respect of the financial year ended 31 December, 2015, received from all the Board Members and Senior Management Personnel of the Company, an affirmation of compliance with the Code, as applicable to them.

For Foseco India Limited

Place : Pune
Date : January 21, 2016

Sanjay Mathur
Managing Director

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To The Members of
Foseco India Limited

I have examined the compliance of conditions of Corporate Governance by Foseco India Limited for the year ended 31st December, 2015 as stipulated in Clause 49 of the Listing Agreements and as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreements and as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Pune
Date : 21st January, 2016

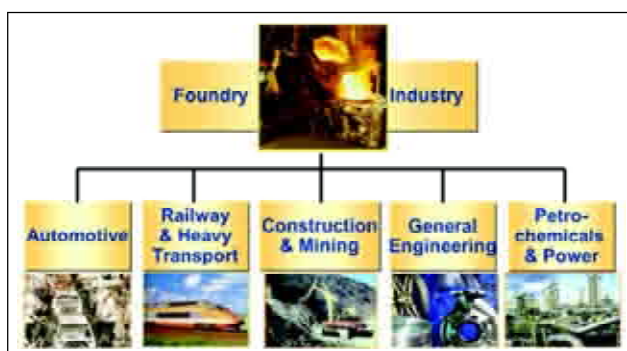
GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500
7, Indian Mercantile Mansions,
Madam Cama Road,
Mumbai- 400039

Management Discussion and Analysis

Foundry Services was born of an idea that took shape in a small town of Birmingham in England in 1932. **FO**undry **S**ervices **CO**mpany as the name stands gave rise to the word “Foseco” which became the most recognised brand name and supplier of consumable products, thus becoming an integral part of the Foundry industry.

Foseco is the Foundry Technologies Division of Vesuvius Group plc having presence in 32 countries with major facilities in Germany, USA, UK, Brazil, China, India, South Korea and Japan, supporting the development of foundry manufacturing processes with new technologies. We have manufacturing capability in the main steel and foundry markets and train our engineers, who are progressively integrated within the Vesuvius network of experts. Local manufacturing, local expertise and leveraging a global knowledge of our customers’ processes give Foseco a special relationship with its customers, helping them optimise their process and product performance. Customers use and avail Foseco products and expertise to create and reap full benefit and best solutions for success.

Foseco is a leading supplier of consumable products, solutions and associated services related to the foundry industry. The foundry process is highly sequential and, similar to the continuous casting of steel, is critically dependent on consistency of product quality and productivity optimisation. The Foundry Division’s solutions and advanced computer simulation techniques allow foundries to reduce defects and hence reduce labour-intensive fettling and machining, minimize metal usage requirements, influence the metal solidification process and automate moulding and casting, thus reducing cost, energy usage and mould size. The conditioning of molten metal, the nature of the mould used and, especially, the design of the way metal flows into the mould are key parameters in a foundry, determining both the quality of the finished castings and the labour, energy and metal usage efficiency of the foundry. Foseco’s products and associated services to foundries improve these parameters. Foseco caters to the need of the following sectors.



Foseco provides a comprehensive range of foundry technologies, equipment and consumable supplies backed by world-leading foundry process and product application expertise. These are delivered to our customers by an international team of experts, passionate about consistently creating better castings through a partnership model with Foundries. The value addition is made through improvements in process capability, casting yields, resource utilisation, efficiency and development of new business opportunities. The Solutions offered also help the customers

in conserving natural resources e.g. energy consumed in metal handling and reducing the number of melt heats by pouring more number of castings per mould. Further, through Process Control Solutions Foseco helps the customers ensure consistency, improved productivity and reliability of cast components. It continually works to improve its Solutions offerings and thereby deliver the Greatest Value to its customers. To support the focus on innovation in the foundry sector a new global R&D Centre has been set-up at Enschede, Netherlands. This facility plays a central role in strengthening the technology leadership position of our business. The centre is equipped with the latest technologies for process simulation and modelling, advanced analytical capabilities, and pilot scale foundry processes for iron, steel, and aluminium processing. These capabilities will bring Foseco closer to our customers, as we will be better able to simulate their processes and demonstrate the uniqueness of our products and technologies. The laboratory at Enschede serves as the hub in a centre of excellence model for R&D for maintaining our technology leadership. Foseco has a complete range of offerings across the foundry process.

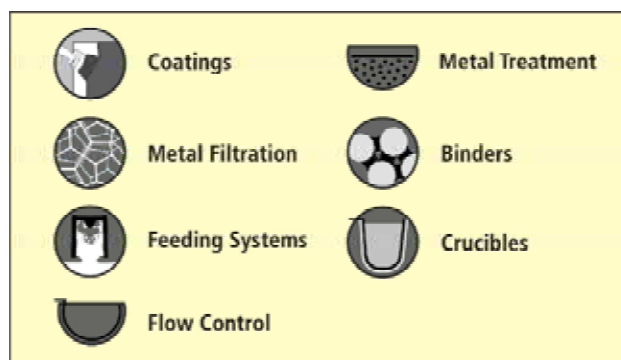
Our Business Model

We operate a profitable, flexible, cash generative and growth-building business model. Over many years we have built the brand equity of our Foseco products through reliability, technology and service. The foundation of our business model is our strong local presence.

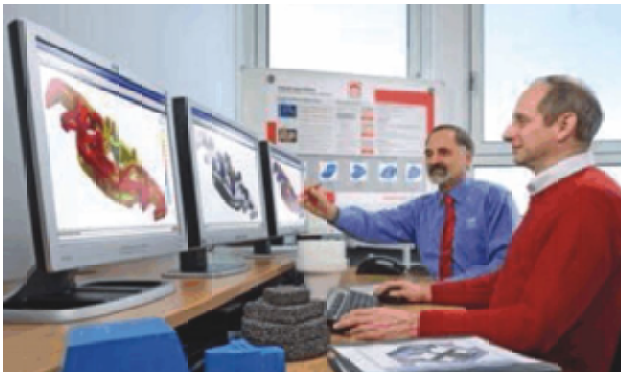
Our strategy

Foseco follows a strategy known as “Solution Partnering” that is founded on its five core area of strength viz., Product Technology, Application Expertise, Process Knowledge, Process Control and Customer Relationships. The foundation of our business model is our strong local presence.

- **Product Technology:** Its global proprietary consumable product technology.



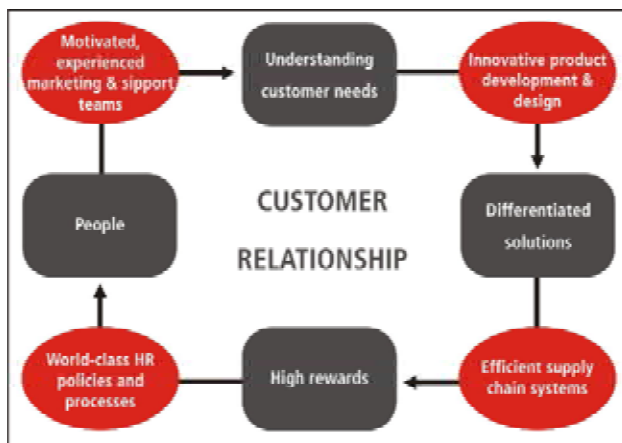
- **Application Expertise:** Its in-depth knowledge of its customer's operations and the application of its products across a wide range of foundry processes.



- **Process Knowledge:** Its in-depth understanding of customer's processes for manufacturing of casting from melting to post cast treatment.
- **Process Control:** Its range of sophisticated and state of the art Process Control equipments to ensure process management, measurement and consistency.



- **Customer Relationships:** Its conviction that customer partnership, where expertise and knowledge are shared, result in the greatest performance improvements for its customers.



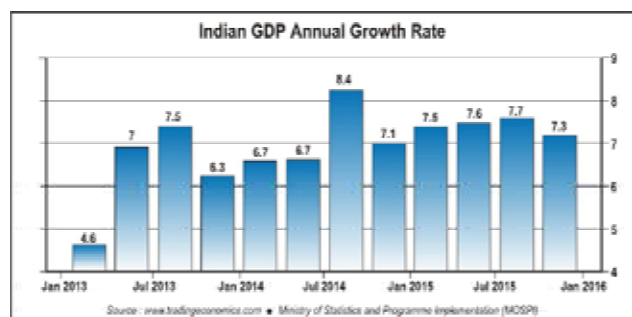
Quality and Reliability

Reliability in quality and delivery is vital to our customers as they use Foseco products in critical areas of their own processes. Reliability therefore is a primary commitment of Foseco. We strive to deliver reliability and consistency through best-in-class quality management in our production sites and major customer locations. Our quality policy clearly defines the commitments and responsibilities which apply to all aspects of the business. Reliable quality is intrinsic to our business model, and is part of our Foseco brand equity.

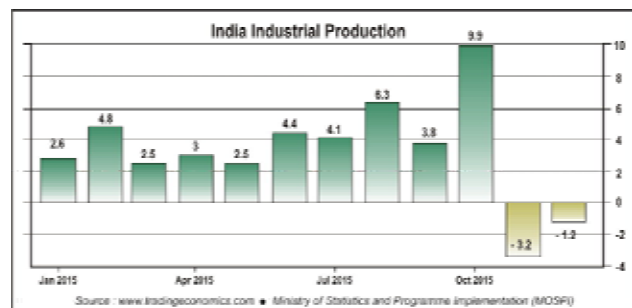
Recognising this fundamental part of our promise to customers, we have renewed our focus on quality, improving customer relationships and adding to operating efficiency. Since the inception of our Turbo Q quality initiative, we have reduced the number of repeat customer complaints.

Business Environment: Macro Economic situation

The Indian economy expanded 7.3% year-on-year in the last three months of 2015, slowing from an upwardly revised 7.7% growth in the previous quarter but in line with market expectations. The growth in GDP rate was aided by better performance of the insurance, financial, real estate, and professional services sector.



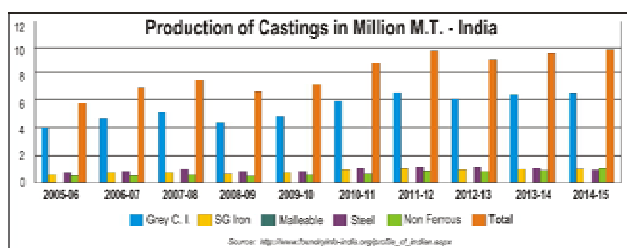
While the manufacturing sector showed positive growth in the first 10 months of the year 2015, there was minor setback in the industrial production in November & December 2015.



Foundry Industry in 2015

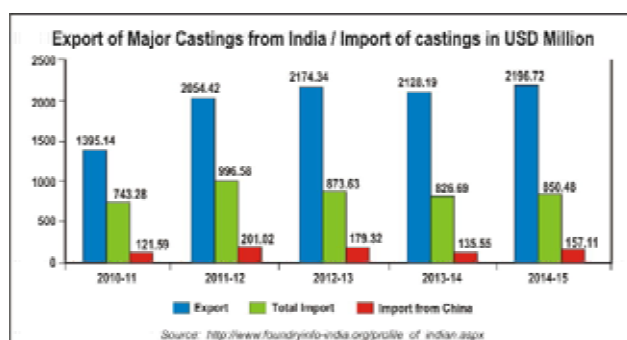
The Indian foundry industry manufactures metal cast components for applications in Auto, Tractor, Railways, Machine tools, Defence, Earth Moving, Textile, Cement, Power Machinery, Pumps, Valves etc. Foundry Industry has a turnover of approximately USD 18 billion with exports accounting to approximately USD 2.5 billion. The Indian metal casting (foundry industry) is well established and produces estimated 10.021 million MT of various grades of castings as per International Standards with total sales touching approximately USD 18 billion.

The various types of castings which are produced are ferrous, non ferrous, aluminium alloy, graded cast iron, ductile iron, steel etc., for application in Automobiles, Railways, Pumps, Compressors & Valves, Diesel Engines, Industrial Machineries, Sanitary pipes & fittings and Castings for special applications. Grey iron castings have the major share of approximately 60% of the total castings produced. There are approximately 5000 units out of which 90% can be classified as MSMEs.



Exports-Import Trends:

The growth in exports showed a healthy trends till 2011-12 touching nearly 25-30% YOY. Since then, there was a slow-down in export. However, the exports in the year 2014-15 were approximately USD 2.2 billion. The exports were weak due to slowdown in demand. Though imports showed a slight improvement over 2013-14.



The Indian Metal Casting (Foundry Industry) production is estimated at 10.02 Million MT of various grades of Castings. In 2015, major foundries reported excess capacity due to low demand take-off from big industrial players. The areas that were severely affected were:-

- Valve Industries – Absence of any major projects, both domestically as-well-as gobally.
- Tractors and Pumps Industry – Due to poor monsoon.

The saving grace was the growth seen in foundries producing castings for Cars, HCV and 2 wheelers. The Government's initiative of Make in India and focus on infrastructure development, railways, minings, so to say, should possibly give a good impetus in coming years.

Automotive Industry

It has been, probably, the most eventful year for the automotive industry in India. The industry witnessed ups and downs in the market throughout the year. Besides launching new vehicles, the car manufacturers are alive to the much hyped buzz word **"Make in India"** which is bringing products that will be sold globally to be made in India. All this demonstrates the country's potential to boom as a major manufacturing hub. Your Company hope to gain from the changed outlook of the Automotive Industry.

The industry produced a total 178.90 lac vehicles including passenger vehicles, commercial vehicles, three wheelers and two wheelers in April-December 2015 as against 176.59 lac in April-December 2014, registering a marginal growth of 1.31% over the same period last year. The sales of passenger vehicles grew by 9.05% over the same period

last year, commercial vehicles segment registered a growth of 8.47%, Medium & Heavy Commercial Vehicles (M&HCVs) 29.74%, while Light Commercial Vehicles declined by 3.52% during the same period last year. Two Wheelers sales registered a marginal growth at 1.21% during April-December 2015 over April-December 2014. Within the Two Wheelers segment, Scooters grew by 11.39% while Motorcycles and Mopeds dropped by 2.46% and 5.39% respectively over the same period.

In April- December 2015, overall automobile exports grew by 1.40%. Passenger Vehicles, Commercial Vehicles, Three Wheelers and Two Wheelers registered a growth at 2.07%, 16.74%, 5.48% and 0.07% respectively in April- December 2015 over April- December 2014.

Operations

Foseco India Limited manufactures its products in India at two manufacturing locations, Sanaswadi - Pune and Puducherry. It also imports products from its group manufacturing locations in other parts of the world. The Company's products range from resins, coatings, feeding systems, ferrous and non-ferrous metal treatment materials and greensand additives.

With a strength of 228 employees, Foseco India Limited drives its factories with best-in-class manufacturing practices in a cellular operation. Each cell team has an end-to-end responsibility for the entire supply chain process - from purchase of raw materials, manufacturing and final distribution. This workflow also ensures that the entire cell team is responsible for safety, quality, production, costs and customer service.

Operational excellence tools have been progressively used to reinforce the customer service levels and to reduce non-value adding processes and activities making the system more flexible and efficient. In past several years, we have adopted Lean (minimisation of waste) manufacturing and taken several initiatives thereof e.g. training all employees on Lean tools such as VSM (Value Stream Mapping), loss intelligence, process standardization, 5S, Kaizens, OEE (Overall Equipment Effectiveness), Turbo Q, 8D (PPS) practical problem solving and visual management. During 2015, the Company employees have completed 514 Kaizens and 38 8D-PPS projects delivering improvements in efficiency and safety standards.

Information Technology

The Company continues to believe that Information Technology is a strategic enabler and delivers a sustainable advantage. The Company has migrated from the existing ERP, J D Edwards to SAP Business One. The SAP has been seamlessly integrated with the Vesuvius manufacturing application, HALO and the existing Customer Relationship Management (CRM) software. This will continue to assist the Customer Service team in successfully managing relationships with customers.

The IT processes of the Company has embarked on a 'Green' technology mission. The IT has virtualised the server as well as the desktop environment to reduce the carbon footprint of the computing operations.

Human Resources

We believe in the adage – "If you want to build the Business, build the people first". Foseco understands that the

employees are the greatest strength and a foundation for long-term success. The Company has strongly embedded core values and all employees are encouraged to use these values as the basis upon which decisions are made and policies and practices defined. The success of the Company and good track record are largely attributable to the remarkable commitment, dedication and hard work of the employees. The Company has always laid focus on Employee Engagement and Employee Development.

The Company has designed the framework for development of employees skills. Towards that end, the employees get exposure to the programs like Executive Presentation Skills, Strategy Workshop, Authority Organisation Strategies & Politics of Relatedness, Human Resource Business Partner etc. A performance management systems based on the Balanced Scorecard framework was put in place in 2010. This has helped to ensure all employees are aligned and focused on key objectives and key performance indicators critical for the Company's performance. Remuneration and performance are strongly linked together through bonus schemes and increments.

The Company took various initiatives in building a stronger bond between the Management and employees. It organised several programmes for the welfare and recreation of the employees and their families which are depicted in the pictures below.



As a result of the overwhelming response from the employees, the Company will continue with such initiatives in the future.

Health, Safety and Environment (HSE)

Foseco strives to achieve the highest standards of Health, Safety and Environment practices. The Company has a clear HSE monitoring process for each of its operations and an Integrated (Quality, Health, Safety and Environment) Management System (IMS) accredited to ISO 9001:2008, ISO 14001:2004 and OHSAS 18001-2007. It continuously drives "Behavioural Based Safety" and other initiatives such as identification and completion of safety improvement opportunities, safety audits by all employees, regular monthly HSE team meetings and Turbo S programme focusing on the next level of safety culture. In 2015, group safety standards on gas, fuel & safety culture journey was implemented. This will strengthen the foundation for sustainable safety performance.

Foseco has proactively started an initiative to reduce its carbon footprint and successfully achieved 3.9% lower emissions in 2015 over 2014 through changeover to LED

lighting in the plants, use of solar heaters for hot process water and major reduction in energy and fuel consumption in ovens. The Company's efforts in HSE and 5S were recognised by Deccan Chambers of Commerce Industry and Agriculture (DCCIA), Vedzen Institute, Excellence Learning Center. Vesuvius Group conferred the 1st Prize to Foseco in 'Safety Breakthrough 2015 Business Unit Award'. Foseco continues its journey of providing safe and quality products to its customers and has the aspiration to be one of the best industrial enterprises in HSE standards.

Financial Performance

The efforts of the employees, support from suppliers and continued patronage of our esteemed customers helped Foseco record an impressive performance in a very competitive business environment full of challenge.

Table 1: Abridged Profit and Loss Account (Rs. In Lacs)

Particulars	2015	2014
Total Revenue	29402	26673
Operating Expenses	24145	22417
EBITDA	5257	4256
Depreciation	454	465
PBIT	4803	3791
Finance Charges	12	17
PBT	4791	3774
Tax	1618	1315
PAT	3173	2459

In 2015, Foseco registered higher sales by 10.23% over 2014, due to successful implementation of Solutions Partnering strategies and focussed penetration of its strong portfolio offerings. For the year 2015, PAT increased by 29% over 2014. The improvement in margins was contributed by various cost improvement initiatives, tight control on expenses and higher value creation, improved product mix and maximisation of the value chain efficiency. The Company generated Rs. 3609 Lacs cash from its operations in 2015 as against Rs. 3313 Lacs in 2014. Cash from operations, however was lower in 2015 at Rs. 1726 Lacs against Rs. 2529 Lacs in 2014 in view of higher tax payments in 2015.

Table 2: Key Financial Ratios

Particulars	2015	2014
PBIT/ Total Revenue	16.34%	14.21%
PAT/ Total Revenue	10.79%	9.22%
ROCE	42.94%	36.50%
RONW	29.13%	25.12%
Debt Equity Ratio	0.03	0.06

Future Outlook

The unfolding economic and industrial scenario in India and the world will influence the company's performance in the coming period. Some pick-up in investment is expected in both public and private sectors, as the impact of measures taken by the Government towards declogging the project pipe line. Lot of expectations are built on next year as the market is hoping that the Government will be able to work

towards achieving political consensus and push critical reforms and drive simplification of procedures, transparent and flexible tax system. The Company will continue to pursue growth based on its philosophy of generating profits through creation of the "Greatest Value" for its customers. Foseco India Limited has reviewed its strategic objectives and is geared to tap new opportunities in the marketplace and develop innovative solutions for its customers. Its focus will remain on strategic growth initiatives for business expansion and sector penetration.

Internal Control Systems and Their Adequacy

Foseco adopts a rigorous system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported quickly. In addition, the Company has a well-structured system of risk management and risk reporting.

The Company's internal controls are supplemented by an extensive program of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets. During the year due care has been exercised by the Company with respect to all the requirements of the Company Law and Listing Regulations.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downturn in the foundry and casting industry - globally, domestically or both, significant changes in the political and economic environment in India or key markets abroad, changes in tax laws, litigation and/or labour relations etc.

Code of Conduct and Ethics

Introduction

Foseco India Limited is firmly committed to conducting its business and relationships with all stakeholders including employees, customers, suppliers, shareholders and business associates in a manner that is lawful and ethically responsible and at all times, in a way that reflects Company's values. This code is a commitment to ethical professional conduct by the Board of Directors and all employees of Foseco India Limited.

Since this code cannot anticipate every situation that may arise, it is intended to provide guidance rather than detailed regulations. In situations that are complex or unclear, employees are encouraged to discuss the matter with colleagues and to apply the fundamental principles of the code and Group's values.

This code's guidelines are explained in the following sections;

Conflict of Interest

All Directors and employees must ensure that they are not compromised by conflicts of interest. A conflict of interest exists when the person's personal or professional interest is, or appears to be, adverse to the interests of Foseco.

Examples of possible conflicts of interest include;

- Any ownership interest in any supplier, competitor, customer or business associate of the Company.
- Any agency, consulting or employment relationship with any supplier, competitor, customer or business associate of the Company.
- Any outside business interest or activity which detracts from an individual's ability to satisfactorily perform his or her Foseco role.
- Being in a position of employing, supervising, reviewing or having any influence on the performance assessment or benefits of any relative, associate or partner.
- Any situation in which a Director or employee, member of his or her family or an organisation with which the Director or employee is affiliated, receives improper benefits as a result of the Director's or employee's position.

When any potential conflict of interest arises the Director or employee needs to make a full and immediate disclosure to the Chairman, Managing Director or the Compliance Officer. By promptly and openly making a disclosure, discussion will help to identify if a genuine conflict exists and if it does, how best to resolve the situation. If the possible conflict is not disclosed then there is a high risk that the Director or employee will be assumed to be behaving in contravention of this code.

At the conclusion of the discussion a written approval or denial will be issued.

Honest & Ethical Conduct

Directors and employees shall act with the highest standards of personal and professional integrity and honesty in their roles as Foseco brand ambassadors. Such behaviour includes:

- Not seeking competitive or other advantage through dishonest, corrupt, unlawful or anti-competitive business practices.
- The full, fair, accurate, timely and understandable disclosure in management accounts and other internal documents of information required by the Board, other

employees or the Company's business associates.

- The improper giving or receipt of any personal gifts or payments in return for business. Building close relationships at a business level may involve legitimate business entertainment consistent with the circumstances and seniority of the guest but must never be excessive or of an inappropriate kind. Cash giving or receiving is not acceptable in any circumstances.
- Dealing fairly with all investors, employees, customers and business associates.
- Not taking unfair advantage of anyone through the misrepresentation, manipulation or concealment of information.
- Not soliciting, accepting or agreeing to accept anything of value for the benefit of any person or organisation doing or seeking to do business with Foseco.
- Undertaking our professional roles with political independence. The Company does not make political donations or behave in any way so as to favour any political organisation.

Confidentiality

Directors and employees must protect confidential information entrusted to them by the Company, its customers and all business associates. This includes all information not in the public domain, which, if disclosed, might be of use to competitors or harmful to the Company, its customers or business associates in any way.

The obligation to safeguard confidential information continues after employment with Foseco has ended through the terms of the employee's Service Agreement.

An exception to this is when disclosure is legally mandated.

Corporate Opportunities

Directors and employees have a duty to the Company to advance its legitimate interests at every opportunity.

Directors and employees are prohibited from;

1. Taking for themselves, a relative or associate opportunities that are discovered by virtue of their position in the Company
2. Competing directly or indirectly with the Company
3. Using Company property, assets or resources for the benefit of themselves, relatives or associates.

If a Director or employee reasonably believes that a contemplated transaction might be a corporate opportunity or a competitive transaction, the Director or employee must make a full written disclosure to the Chairman or a Managing Director (if a Director) or Compliance Officer (if an employee). The proposed transaction will either be approved or denied.

Protection & Proper Use of Company's Assets

Directors and employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only.

Equal Opportunities Employer

Foseco India Limited is committed to being an equal opportunities employer and will recruit, develop and promote employees based only on a transparent and meritocratic assessment of the person's suitability to perform his or her role. Any form of bias including disability, nationality, gender, sexual orientation, caste, age, race or religion is considered totally unacceptable.

Health, Safety & the Environment

Foseco India Limited is fully committed to the health, safety and well being of its employees and to minimizing the environmental impact of its business operations. Directors and employees are expected to uphold this commitment.

Company Policies & Values

The Company has a range of policies, including its Quality, Health, Safety and Environment policies to guide employee work practices, actions and decisions. The Company strives to continually improve the effectiveness of its policies and employees are encouraged to contribute to this process.

All employees are obliged to ensure that they fully understand all policies and that they fully comply.

All employees have committed to live Foseco's values every day;

- Creativity
- Cooperation
- Reliability
- Integrity
- Embracing Diversity

Duties of Independent Directors

The Independent Directors are expected to comply with the requirements laid down under Section 166 read with Schedule IV of the Companies Act, 2013. The same is reproduced below:

Section 166

- (1) Subject to the provisions of this Act, a director of a Company shall act in accordance with the Articles of the Company.
- (2) A director of a Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- (3) A director of a Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A director of a Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (5) A director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- (6) A director of a Company shall not assign his office and any assignment so made shall be void.

Schedule IV

Duties :

The Independent Directors shall-

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (3) strive to attend all Meetings of the Board of Directors

and of the Board committees of which he is a Member;

- (4) participate constructively and actively in the Committees of the Board in which they are Chairpersons or Members;
- (5) strive to attend the General Meetings of the Company;
- (6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the Minutes of the Board Meeting;
- (7) keep themselves well informed about the Company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Liability of Independent Director

As per Clause 49 II (E) (4) of the Listing Agreement - An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.

Compliance with the Code

Supporting employees to fully understand and comply with this code is in the best interests of the Company, its customers, shareholders, employees and business associates. Therefore, employees are encouraged to seek clarification from either their functional head or the Managing Director when in doubt about the best course of action to take in a particular situation.

Any employee who becomes aware of an existing or potential breach of this code is required to promptly notify the Chairman or Managing Director.

Violations of this code could result in disciplinary action up to and including dismissal of and legal action against, the individuals responsible.

Whistleblower Policy

Introduction

Foseco India Limited is firmly committed to conducting its business and relationships with all stakeholders including employees, customers, suppliers, shareholders and business associates in a manner that is lawful and ethically responsible and at all times, in a way that reflects the Company's values. It will not tolerate attitudes or activities that constitute a breach of law or trust or infringe collective or individual liberties in any way. This approach is described in the Company's Code of Conduct and Ethics.

The Whistleblower policy formalises Foseco's commitment to enabling employees and business associates to make fair and prompt disclosure of circumstances where it is genuinely believed that a part of Foseco's business is engaged in inappropriate practices and that the Code of Conduct and Ethics is being violated. The policy sets out arrangements that encourage individuals to report concerns about unethical behaviour, actual or suspected fraud or violations of the Code of Conduct and Ethics, knowing that in so doing, they are acting in the best interests of all Foseco stakeholders.

Normally any such concern about a workplace situation should be raised with the employee's immediate line manager or if identified by a business associate, raised with the appropriate member of the Foseco India Management Team. However, it is recognised that because of the seriousness and sensitivity of some issues, together with the knowledge of who the employee or business associate thinks may be involved in wrongdoing, this may be difficult or even impossible.

Scope of Policy

This policy is intended to cover any concerns which are in the public interest. These might include:

- Breach of any internal controls or Company policy relating to financial malpractice or fraud
- Failure to comply with a legal obligation
- Dangers to health and safety of the environment
- Criminal activity
- Miscarriage of justice
- Improper conduct or unethical behaviour
- Violation of the Company's Code of Conduct and Ethics
- Attempts to conceal any of the above

This is not intended to be a complete list and any matter raised under this policy will be considered seriously. However, matters of purely operational nature should not be raised under this policy. Instead such matters should be raised through the usual organisational channels.

Safeguards

Protection

This policy is designed to offer protection to those employees or business associates who disclose such

concerns provided the disclosure is made in:

- i. Accordance with the procedures laid down,
- ii. Good faith, and
- iii. The reasonable belief of the individual making the disclosure that malpractice has taken place.

Confidentiality

The Company will treat all such disclosures in a sensitive manner and will endeavour to keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual, making the disclosure may need to provide a statement which cannot be kept confidential, if legal proceedings arise.

Anonymous Allegations

This policy encourages individuals to put their name to any disclosures they make.

Untrue / Malicious / Vexatious Allegations

If an individual makes an allegation, which is not confirmed by subsequent investigation and then it shows that an individual has made untrue, malicious or vexatious allegations for personal leverage and particularly if he or she persists with making them, disciplinary action may be taken against the concerned individual.

Procedure for Making a Disclosure

Employees are entitled to make their disclosure in the first instance through their line manager or if they feel it would be more appropriate to approach directly the Managing Director, the Chief Financial Officer, the Audit Committee Chairperson or the Chairperson of the Board.

Contact should be made by phone, email or in writing and should include as much detail and evidence as possible. Upon receipt of the disclosure the matter will be investigated immediately to ascertain all the facts and a recommendation will be made to the Board. The recommendation will include a revision of Company policies and procedures to reduce the risk of re-occurrence.

Protection Against Retaliation

This policy ensures that the whistleblower will be protected from retaliation and reprisal. Foseco commits to ensure that no retaliatory action, of any sort, will take place against any employee or business associate making a disclosure in good faith.

Reporting

The Managing Director, the Chief Financial Officer or the Chairperson of the Board will be responsible for reporting any whistleblowing disclosures to the Audit Committee.

Contacts

The relevant contacts are :

Person	Position	Email Address	Contact Number
Ajit Shah	Chairman - Audit Committee	ajit.shah@maprikh.co.in	---
Sanjay Mathur	Managing Director	sanjay.mathur@foseco.com	+91-(02137) 668201 +91-(0)98233 89648
Pradeep Mallick	Chairman of the Board	pradeep.mentordom@gmail.com	---
R Umesh	Chief Financial Officer	r.umesh@foseco.com	+91-(02137) 668233 +91-(0)98230 52934

Integrated Management System Policy

As a leading provider of consumable products and services to the foundry industry, Foseco India is committed to ensuring a safe and healthy environment for our employees, business partners and the localities in which it operates, through the proactive management of the health, safety and environmental matters under our control.

Quality, Health, Safety and Environment policy

We will operate all work and business activities to ensure that

- the quality of our products and services consistently meets the requirements of our internal and external customers
- we proactively prevent customer issues, injuries, ill health and negative effects to the environment
- health, safety and environmental, legal and other obligations are complied with
- we continuously improve our performance in Quality, Health & Safety and Environmental Management Systems.

Organization and Responsibilities

- Quality, health & safety and environmental matters are a mainstream management responsibility.
- Every employee is responsible and accountable for the health, safety, environmental matters and quality in activities under their control. Working safely is a condition of employment.
- All employees, contractors, service providers and suppliers are expected to participate positively in the task of improving the quality of our products and services, preserving workplace health and safety and achievement of our environmental aims.

Our Beliefs

- Good Quality, Health & Safety and preserving Environment is Good Business.
- All quality issues, environmental incidents and work related injuries & ill-health are preventable.
- Safety is everybody's responsibility.
- All employees have a responsibility to ensure that whatever we deliver is right and contribute to protect the environment.

Our Aims

- No poor quality material is passed to the next step in our processes and no out-of-specification product is shipped.
- No repeat customer issues.
- No accidents and no harm to people.
- Reduction in waste at source and during production.
- Minimise consumption of energy, water and other resources.

- Minimise release of substances which could adversely affect humans or the environment.

Our Commitments:

We will

- raise the profile of quality, health & safety and environmental issues and openly address them.
- thoroughly investigate any health & safety incident to learn, share and avoid repeats.
- welcome quality concerns raised by our customers, employees and suppliers as opportunities for improvement and pro-actively tackle them.
- undertake health, safety & environmental risk assessments to identify hazards, prioritise and remove any deficiencies and have appropriate safe work procedures.
- build quality and environmental protection into our products and processes.
- abide by simple and non-negotiable standards.
- provide training to all employees and contractors to ensure that they understand their responsibilities and are able to act accordingly.
- work pro-actively with our suppliers to develop our mutual capabilities.
- ensure every manufacturing location has an appointed Quality, Health, Safety and Environmental Manager or Coordinator.

Strategic Risk Management Policy

Business Purpose

The Vesuvius plc, operates globally with manufacturing and representation in countries with developed foundry and primary steel manufacturing industries. The Foundry Division marketing and technology led business-to-business product sales are managed via regional management.

Foseco Foundry Division of Vesuvius plc, supplies foundry consumables that are designed to improve process capability, yield efficiency and resource utilisation in the foundry process. Main product areas include feeding aids, filtration, ferrous and non-ferrous metal treatment, binders, coatings, molten metal transfer and moulding materials. A unique level of technical and commercial service support differentiates Foseco Foundry's product offering.

Strategic Objectives

The primary Group Strategic Risk Management Objective is to protect the value of the Group on behalf of the shareholders. Within this policy there is a requirement to protect the generation of cash flows and profits through the supply of products and services to customers.

Benefits

It is recognised that, through effective management of risk and uncertainty, including both upside and downside risks, benefits accrue to all areas of the Group through maximising of opportunities and minimisation of threats.

Resources

Vesuvius plc, through its Finance, Human Resources, Marketing, Operational, Technical, Intellectual Property, Insurance and Risk Management personnel provide functions and services to the Group. The Foundry Division possesses significant Risk Management embedded in its existing management processes. To facilitate an effective process, existing risk management processes should be incorporated into the Division framework where appropriate.

Combined Code

The combined code principles of good governance and code of best practice requires the Board to maintain a sound system of internal control to safeguard shareholders' investment and the Company's assets. The Turnbull report on the Combined Code provides guidance on assessing the effectiveness of the Company's risk and internal control processes which is reflected in this policy.

In order to satisfy the requirements of the combined code, it is the policy of the Group that the following should be carried out:

Management of Risk Process: Frameworks and Techniques

Appropriate, tailored frameworks that relate to key features of the business processes and are compatible with existing Company culture and management processes should be used as a basis for:

- Analysing (identifying, describing and estimating) risks
- Identification of risk owners
- Setting of acceptable levels of risk
- Evaluating the risks against acceptable levels of risk
- Identification and implementation of controls
- Monitoring of residual risks and the effectiveness of controls
- Reviewing and reporting on the Risk Management process at appropriate intervals, at least annually.

Risk Management techniques should be appropriate to the context and should take into account costs and benefits. Group Risk Management should be developed on a consistent and repeatable basis through the adoption and transfer of best practice in line with business needs.

Risk Appetite

The exposure of the Group to risks should be maintained at a level acceptable to the Board of Directors, on behalf of the shareholders, that is reviewed and determined at appropriate intervals by the Board of Directors or their nominees. Depending on availability and cost effectiveness, risk may be transferred or retained as appropriate.

Responsibilities and Ownership

- Vesuvius plc should manage global level strategic, high impact risks and interdependencies between businesses and policies.
- The Executive for each SBU should manage SBU specific strategic risks.
- Regional management should manage region specific strategic risks, programme and project risks.
- Operating Company management teams should manage operational risks.

Escalation and Reporting

Criteria and thresholds for escalating and reporting risks and occurrences to a strategic level should be reviewed and notified at least annually. Reporting on key risks to the Board of Directors and the Executives should be carried out on a regular basis at a frequency determined by the Board of Directors or their nominees at least annually.

Documentation

Risk Registers and Summary Risk Profiles should be maintained covering all significant risks capable of impacting on the Group / Operating Company at Strategic and Operational levels respectively. The Board of Directors or their nominees should review the Registers and thresholds for impact and probability at appropriate intervals, at least annually.

Auditing

Group Risk Management should be subject to internal and external audits at a frequency determined by the context and external and internal requirements.

Dissemination of Information to the Market

1. Introduction: This document briefly summarises the policies and guidelines adopted by Foseco India Limited in relation to the Company's communications with investors, analysts and the Market generally. Any amendment to the Company's policies on these matters requires the approval of the Board of Directors.

2. Responsibility for Communications: The following individuals have exclusive responsibility (subject to the directions from the Board) for the Company's communications with the Market:

Pradeep Mallick	-	Chairman
Sanjay Mathur	-	Managing Director

In the normal course, no other individuals within the Company are authorised to communicate with the investors, analysts or the Market without the actual involvement or express permission of at least one of the persons named above. The Company will arrange for appropriate training and advice to be provided to any individual involved in Market communications.

UNAUTHORISED COMMUNICATIONS ARE PROHIBITED.

3. Preparation and Release of Announcements: The Company is required to take reasonable care in the preparation of formal announcements. The individuals named in Section 2 above will be responsible for coordinating the review and checking of announcements, in conjunction with advisers. It is particularly important to confirm in each case that nothing has been omitted which makes an announcement misleading. Verification procedures may also be necessary and undertaken with the assistance of advisers and the Company's Auditors prior to the release of some announcements to ensure no incorrect statement is made and that due consideration has been given to the content.

No announcement (including financial results) may be released without the express authority of the individuals named in Section 2 above, following the approval by the Board where required.

Release of announcements containing inside information must be made as soon as possible and posted on the Company's website by the end of the business day. If the Company is faced with an unexpected and significant event, a short delay may be acceptable if it is necessary to clarify the situation.

Further, the Company must take reasonable care to ensure that the disclosure of inside information to the public is synchronised as closely as possible in all jurisdictions in which its securities are traded.

4. Communications with Analysts: There are legal risks in relation to "early or selective disclosure" of relevant information to third parties, including analysts. The Company's policy is that:

- as a strict rule, no meetings or scheduled communications with analysts will take place during closed periods;
- at no time can inside information be discussed with analysts;

- following release of interim or final financial results, the Company may discuss current trading in similar terms to any comments made in the announcement but will not brief analysts on expectations for results in the current year;
- communications with analysts outside closed periods are likely to be more frequent but in any event no unpublished relevant information will be revealed and care will need to be taken to avoid inadvertently divulging inside information, for example, where cumulative disclosure could amount to inside information;
- the Company will keep a contemporaneous note of meetings with analysts and try to ensure at least two representatives of the Company are present; and
- the Company will not correct an analyst's estimates or conclusions which it believes to be mistaken (whether in a draft or a published report), but through a formal announcement may correct any widespread misapprehension in the Market regarding the Company's trading or prospects.

5. Insider Lists: The Company must ensure that it and persons acting on its behalf (for example banks, accountants and lawyers) or on its account, draw up and maintain a list of those persons working for them, whether under a contract of employment or otherwise who have access to inside information relating, directly or indirectly, to the Company, whether on a regular or occasional basis. The Company must also ensure that those on the insider list acknowledges the legal and regulatory duties entailed and are aware of the sanctions for misusing or improperly circulating the Company's inside information. Insider lists must be kept for at least five years from the date on which they are drawn up or updated, whichever is the latest.

6. Records: A record should be kept of any meetings or other scheduled communications with analysts, investors or journalists. Documents relating to the preparation and approval of the financial results and other announcements (including contemporaneous records of the Company's reasons for not making an announcement or for delaying an announcement) relating to Market communications, should always be prepared with care. This will include board minutes, internal memos, notes of meetings and board packs.

7. Journalists / Newspapers: Similar rules apply to communications with journalists as in the case of analysts. Inside information should not be released to a single journalist, analyst or newspaper.

8. Leaks and Press Speculation: The Company will not normally comment on rumours or speculations which appear in the media. If it appears that important unpublished information which amounts to inside information has been leaked to a newspaper, urgent consideration will be given to whether an announcement should be made. If the Market has reacted to the leak, a prompt announcement will normally be needed. An announcement may also be required if press speculation or market rumour regarding the Company is largely

accurate without a leak having occurred and the information underlying the press speculation or market rumour is inside information to which the Market is reacting and the confidentiality of the inside information cannot be ensured. However, the more accurate a rumour, the more likely it is that there has been a breach of confidentiality and that an announcement should be made as soon as possible. In addition, if there is a danger of inside information leaking before the facts and their impact can be confirmed or wherever the confidentiality of inside information cannot be ensured, a holding announcement should be released immediately. The level of detail required will depend on the circumstances.

However, the knowledge that a rumour or press speculation is false is not likely to amount to inside information. In the event it does amount to inside information, it may be possible

for the Company to delay disclosure in accordance with the Disclosure Rules.

9. Trading Updates: In addition to regular announcements, consideration will be given at appropriate times to the formal release of trading updates (to enable fuller communication with the Market).

10. Other Announcements: During a closed period or at other times, the Company may be required to announce a significant development, such as a new contract or "preferred bidder" status on a concession. If such an announcement is required during a closed period, brief comment on the Company's forthcoming results may be misleading and should normally be avoided.

The Board of Directors
Foseco India Limited
Sanaswadi,
Pune - 412 208

21 January 2016

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

In compliance with Regulation 17(8) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II, we hereby certify that:-

We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31 December, 2015, and that to the best of our knowledge and belief:

- (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee that:

- (a) there have been no significant changes in internal control over financial reporting during the year.
- (b) there have been no significant changes in accounting policies during the year and that adequate disclosure have been made in the notes to the financial statements, and
- (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sanjay Mathur
Managing Director / CEO

R Umesh
Chief Financial Officer

Financial Statements 2015

Independent Auditors' Report

B S R & Associates LLP

Chartered Accountants

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To the Members of Foseco India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Foseco India Limited("the Company"), which comprise the Balance Sheet as at 31December 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31December 2015 and its profit and its cash flows for the year ended on that date.

Independent Auditors' Report (continued)

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31December 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31December 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28.3.a to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No: 116231W / W-100024

Shiraz Vastani

Partner

Membership No: 103334

Place: Pune

Date: 21 January 2016

Annexure to the Auditors' Report - 31 December 2015

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the Members of the Company on the financial statements for the year ended 31 December 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets were physically verified during the year. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory, except goods-in-transit and stock lying with third parties, has been physically verified by management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.
- (b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and the book records were not material.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of inventories and fixed assets are for the Company's specialised requirements and similarly certain goods sold and certain services rendered by the Company are for the specialized requirements of the buyers and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and provision of services. We have not observed any major weaknesses in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits in accordance with the provisions of sections 73 to 76 of the Act and rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 128 (1) read with Section 148 (1) of the Companies Act, 2013 in respect of the Company's products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the same.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Value Added tax and other statutory dues have been generally been regularly deposited during the year by the Company with the appropriate authorities..

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Value Added tax and other statutory dues were in arrears, as at 31 December 2015, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise and Value Added tax which have not been deposited with the appropriate authorities on account of any disputes other than the following dues of Duty of Excise:

Annexure to the Auditors' Report - 31 December 2015 (continued)

Name of the Statute	Nature of the Dues	Amount (Rs in lacs)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	7.68	--	November 1994 - March 1995	CESTAT Chennai
Income Tax Act, 1961	Income Tax	129.36	129.36	Assessment Year 1998-1999	CIT (Appeals)

(c) The Company has transferred amounts required to be transferred to the Investor Education and Protection Fund within prescribed time.

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any dues to financial institutions or any debentures outstanding during the year.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No: 116231W / W-100024

Shiraz Vastani

Partner

Membership No: 103334

Place: Pune

Date: 21 January 2016

Balance Sheet as at 31st December 2015

	Note No.	2015 Rs. Lacs	2014 Rs. Lacs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	638.65	638.65
Reserves and Surplus	2	10,253.88	9,148.58
		10,892.53	9,787.23
Non Current Liabilities			
Long Term Borrowings	3	184.81	358.03
Other Long Term Liabilities	4	68.20	70.22
Long Term Provisions	5	41.18	170.33
		294.19	598.58
Current Liabilities			
Trade Payables	6	3,595.48	3,083.24
Other Current Liabilities	7	748.94	797.18
Short Term Provisions	8	747.56	924.95
		5,091.98	4,805.37
TOTAL		16,278.70	15,191.18
ASSETS			
Non Current Assets			
Fixed Assets	9		
- Tangible Assets		2,580.64	2,610.13
- Intangible Assets		61.29	0.74
- Capital Work-in-Progress		76.17	6.00
- Intangible Assets Under Development		-	50.31
Non Current Investments	10	-	2.92
Deferred Tax Assets (Net)	11	140.65	155.48
Long Term Loans and Advances	12	983.70	683.29
		3,842.45	3,508.87
Current Assets			
Inventories	13	1,587.88	1,346.04
Trade Receivables	14	9,030.87	7,310.59
Cash and Bank Balances	15	1,614.55	2,808.72
Short Term Loans and Advances	16	202.78	206.39
Other Current Assets	17	0.17	10.57
		12,436.25	11,682.31
TOTAL		16,278.70	15,191.18
Significant Accounting Policies	27		
Notes to Financial Statements	28		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For B S R and Associates LLP
Chartered Accountants
Firm Registration No. 116231W / W-100024

Shiraz Vastani
Partner
Membership No. 103334

For and on behalf of the Board of Directors of Foseco India Limited

Pradeep Mallick
Chairman

Indira Parikh
Director

Sanjay Mathur
Managing Director

R Umesh
Chief Financial Officer

Ajit Shah
Director

Mahendra Dutia
Controller of Accounts and
Company Secretary

Place : Pune

Date : 21st January, 2016

Place : Sanaswadi, Pune

Date : 21st January, 2016

Statement of Profit and Loss for the year ended 31st December 2015

	Note No.	2015 Rs. Lacs	2014 Rs. Lacs
Revenue from Operations	18		
Sale of Products		32,361.62	28,678.25
Less : Excise Duty		3,419.23	2,832.28
		<u>28,942.39</u>	<u>25,845.97</u>
Sale of Services		3.49	8.00
Other Operating Revenues		267.73	482.51
Total Revenue from Operations		<u>29,213.61</u>	<u>26,336.48</u>
Other Income	19	188.88	336.53
Total Revenue		<u>29,402.49</u>	<u>26,673.01</u>
Expenses:			
Cost of Materials Consumed	20	15,646.52	14,805.07
Purchases of Stock-in-Trade	21	828.92	562.77
Changes in Inventories of Finished Goods and Stock-in-Trade	22	(39.47)	53.14
Employee Benefits Expense	23	2,665.27	2,512.67
Finance Cost	24	12.20	17.42
Depreciation and Amortisation Expense	9	454.00	465.40
Other Expenses	25	5,044.20	4,483.00
Total Expenses		<u>24,611.64</u>	<u>22,899.47</u>
Profit Before Tax		<u>4,790.85</u>	<u>3,773.54</u>
Tax Expense:			
- Current Tax [(Includes Rs. 60.87 Lacs provision of earlier year) (previous year 6.97 Lacs provision of earlier years) written back])		1,603.13	1,344.54
- Deferred Tax		14.83	(30.02)
Total Tax Expense		<u>1,617.96</u>	<u>1,314.52</u>
Profit for the Year		<u>3,172.89</u>	<u>2,459.02</u>
Earnings Per Equity Share (Rupees):			
- Basic		49.68	38.50
- Diluted		49.68	38.50
Number of equity shares of Rs. 10/- each (refer Note 27 point 1.14 & Note 28.9)		6,386,459	6,386,459
Significant Accounting Policies	27		
Notes to Financial Statements	28		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For B S R and Associates LLP
Chartered Accountants
Firm Registration No. 116231W / W-100024

Shiraz Vastani
Partner
Membership No. 103334

For and on behalf of the Board of Directors of Foseco India Limited

Pradeep Mallick
Chairman

Indira Parikh
Director

Sanjay Mathur
Managing Director

R Umesh
Chief Financial Officer

Ajit Shah
Director

Mahendra Dutia
Controller of Accounts and
Company Secretary

Place : Pune

Date : 21st January, 2016

Place : Sanaswadi, Pune

Date : 21st January, 2016

Cash Flow Statement for the year ended 31st December 2015

Particulars	2015 Rs. Lacs	2014 Rs. Lacs
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	4,790.85	3,773.54
Adjustments for :		
Depreciation / Amortisation	454.00	465.40
Unrealised Foreign Exchange (gain) / loss [Net]	(4.70)	(3.49)
Interest Income	(63.89)	(229.90)
Finance Cost (excluding bank charges)	12.20	17.42
Loss on Sale of Fixed Assets (Net)	2.89	5.42
Operating profit before working capital changes	5,191.35	4,028.39
<u>Adjustments for :</u>		
(Increase) in Trade Receivables	(1,713.41)	(874.55)
(Increase) in Inventories	(241.84)	(187.78)
Decrease in Long Term Loans and Advances (excluding advance taxes and deposits with Income Tax Authorities)	2.27	4.60
(Increase) / Decrease in Short Term Loans and Advances	3.61	166.33
Increase in Trade Payable	510.07	17.53
(Decrease) / Increase in Other Current Liabilities	(29.22)	166.90
(Decrease) in Other Long Term Liabilities	(2.02)	(23.62)
(Decrease) / Increase in Long Term Provisions	(129.15)	21.19
Increase / (Decrease) in Short Term Provisions (excluding provision for tax and proposed dividend)	17.56	(5.36)
Cash generated from operations	3,609.22	3,313.63
Direct Taxes Paid	(1,882.94)	(784.41)
Net cash from operating activities	1,726.28	2,529.22
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including net movement in Capital Work-in-Progress)	(492.92)	(358.70)
Sale of Fixed Assets	-	16.76
Fixed Deposits Placed during the year	(5.13)	(4.83)
Fixed Deposits Matured during the year	4.83	6.19
Interest Received	74.29	225.86
Investments matured during the year	2.92	5.26
Net cash used in investing activities	(416.01)	(109.46)

Cash Flow Statement (continued)

Particulars	2015 Rs. Lacs	2014 Rs. Lacs
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Unsecured Loan	(222.93)	(222.93)
Interest Expense Paid	(12.20)	(17.42)
Dividend paid (including tax on distributed dividends)	(2,269.61)	(1,970.35)
Net cash used in financing activities	(2,504.74)	(2,210.70)
Net (decrease) / increase in cash and cash equivalents - (A+B+C)	(1,194.47)	209.05
Cash and cash equivalents at the beginning of the year	2,803.89	2,594.84
Cash and cash equivalents at the end of the year	1,609.42	2,803.89
Particulars	2015 Rs. Lacs	2014 Rs. Lacs
Cash and Cash Equivalents		
Cash on Hand	2.06	4.00
Cheques on Hand	251.61	426.73
Balances with Banks		
- On current accounts	1,247.51	1,262.04
- On deposit accounts (with original maturity of three months or less)	40.00	1,050.00
- Unclaimed Dividend Accounts #	68.24	61.12
	1,609.42	2,803.89

These are restricted bank balances for payment of Unpaid Dividend

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For B S R and Associates LLP
Chartered Accountants
Firm Registration No. 116231W / W-100024

Shiraz Vastani
Partner
Membership No. 103334

For and on behalf of the Board of Directors of Foseco India Limited

Pradeep Mallick
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Managing Director

Ajit Shah
Director

Indira Parikh
Director

R Umesh
Chief Financial Officer

Mahendra Dutia
Controller of Accounts and
Company Secretary

Place : Pune

Date : 21st January, 2016

Place : Sanaswadi, Pune

Date : 21st January, 2016

Notes to Financial Statements

	2015 Rs. Lacs	2014 Rs. Lacs
Note 1 : Share Capital		
Authorised		
7,500,000 (Previous Year 7,500,000) equity shares of Rs. 10 each	750.00	750.00
Issued, Subscribed and Fully Paid Up		
6,386,459 (Previous Year 6,386,459) equity shares of Rs.10 each fully paid up	638.65	638.65
Total	638.65	638.65
A Details of shareholder's holding more than 5% of shares in the company	Value (Rupees) Number of Shares Percentage	Value (Rupees) Number of Shares Percentage
1 Promoter Group representing 4,788,845 shares, cumulatively representing 74.98% of the total paid up capital are held by;		
a) Vesuvius Holdings Limited, United Kingdom - Subsidiary of Ultimate Parent Company	54,40,660 5,44,066 8.52%	54,40,660 5,44,066 8.52%
b) Foseco Overseas Limited, United Kingdom - Immediate Holding Company	3,70,42,190 37,04,219 58.00%	3,70,42,190 37,04,219 58.00%
c) Foseco (UK) Limited, United Kingdom - Subsidiary of Ultimate Parent Company	54,05,600 5,40,560 8.46%	54,05,600 5,40,560 8.46%
2 Public Shareholding		
a) Karibu Limited, United Kingdom	73,32,260 7,33,226 11.48%	73,32,260 7,33,226 11.48%

B Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled for one vote per share. Accordingly, all equity shares rank equally with regards to dividends and shares in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time.

On winding up of the Company, the holder's of equity shares will be entitled to receive the residual assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 2 : Reserves and Surplus		
Securities Premium Account		
Balance as per last Balance Sheet	1,912.60	1,912.60
General Reserve		
Balance as per last Balance Sheet	2,711.29	2,465.39
Add : Amount transferred from Statement of Profit and Loss	317.29	245.90
Closing Balance	3,028.58	2,711.29
Surplus in the Statement of Profit and Loss		
Balance brought forward from previous year	4,524.69	3,880.68
Profit for the year	3,172.89	2,459.00
Profit available for Appropriation	7,697.58	6,339.68
Less Appropriations:		
Interim Dividend	1,245.35	702.51
Tax on Interim Dividend	284.18	119.39
Proposed Final Dividend	447.05	638.65
Tax on Proposed Final Dividend	91.01	108.54
Transfer to General Reserve	317.29	245.90
	2,384.88	1,814.99
Net Surplus in the Statement of Profit and Loss	5,312.70	4,524.69
Total	10,253.88	9,148.58
Note 3 : Long Term Borrowings		
Unsecured		
Deferred Payment Liability - Sales Tax Deferral Loan (refer note below)	184.81	358.03
Total	184.81	358.03
Note: The repayment of Sales Tax Deferral Loan has commenced from April, 2011 and is scheduled to be repaid by April, 2018		
Note 4 : Other Long Term Liabilities		
Others		
- Payable to Employees	51.45	53.47
- Earnest Money Received Against Leasehold Land (refer note below)	16.75	16.75
Total	68.20	70.22
Note: This amount has been received with respect to the agreement for leasehold land at Chinchwad		

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 5 : Long Term Provisions		
Provision for Employee Benefits		
- Compensated Absences	24.57	145.57
- Gratuity	16.61	24.76
Total	41.18	170.33

Note 6 : Trade Payables		
Trade Payables		
- Others (refer note below for details of dues to Micro and Small Enterprises)	3,595.48	3,083.24
Total	3,595.48	3,083.24

Note :

The identification of micro, small and medium enterprises is based on the management's knowledge of their status. The Company has not circulated letters to its suppliers requesting them to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) in the current financial year.

Dues payable to Micro and Small Enterprises as at	2015	2014
Principal Amount	54.80	32.03
Interest due on delayed payments	0.15	-

Note 7 : Other Current Liabilities		
Current Maturity of Long Term Borrowings		
Deferred Payment Liability - Sales Tax Deferral Loan	173.22	222.93
Dues to Independent Directors	21.70	18.20
Other Liabilities		
- Payable to Employees	174.52	230.16
- Excise Duty Payable (Includes provision on Finished Goods)	183.19	134.65
- Sales Tax / VAT Payable	7.29	-
- TDS Payable	59.72	88.39
- PF / ESI Payable	21.56	20.69
- Payable for Capital Goods	23.56	-
Deposits from Customers (unsecured and payable on demand)	12.25	12.25
Advances from Customers	3.69	8.79
Unclaimed Dividends (refer note below)	68.24	61.12
Total	748.94	797.18

Note : The "Investor Education and Protection Fund" shall be credited by the amounts, as and when due.

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 8 : Short Term Provisions		
Proposed Final Dividend	447.05	638.65
Tax on Proposed Final Dividend	91.01	108.54
Income Tax Provision (net of advance tax and TDS)	78.28	64.10
Provision for Employee Benefits		
- Compensated Absences	64.77	108.00
- Gratuity	66.45	5.66
Total	747.56	924.95

Note 9 : FIXED ASSETS

Category/ Group of Asset	GROSS BLOCK				DEPRECIATION				NET BLOCK	
TANGIBLE ASSETS	Opening Balance 01 Jan. 2015	Additions	Deductions	Closing Balance 31 Dec. 2015	Opening Balance 01 Jan. 2015	Charge for the year	Deductions during the year	Closing Balance 31 Dec. 2015	Closing Balance 31 Dec.2015	Closing Balance 31 Dec.2014
Freehold Land	151.92	-	-	151.92	-	-	-	-	151.92	151.92
Leasehold Land	3.95	-	-	3.95	1.11	0.04	-	1.15	2.80	2.84
Factory Buildings	1,006.99	3.97	3.69	1,007.27	318.93	38.59	1.50	356.02	651.25	688.06
Buildings Others	519.01	2.55	-	521.56	204.49	19.45	-	223.94	297.62	314.52
Plant and Machinery	4,105.92	405.02	88.62	4,422.32	2,819.96	337.94	88.03	3,069.87	1,352.45	1,285.96
Laboratory Equipments	154.10	-	1.46	152.64	105.61	8.48	1.46	112.63	40.01	48.49
Office Equipments	95.08	3.19	69.62	28.65	58.39	18.26	69.59	7.06	21.59	36.69
Furniture and Fittings	248.51	1.88	6.48	243.91	217.45	6.51	6.41	217.55	26.36	31.06
Motor Vehicles	93.46	8.91	-	102.37	42.87	22.86	-	65.73	36.64	50.59
Total	6,378.94	425.52	169.87	6,634.59	3,768.81	452.13	166.99	4,053.95	2,580.64	2,610.13

Included in the above additions, the capital expenditure towards Research & Development Activities is Rs. 0.70 Lacs (Previous Year Rs. 11.80 Lacs)

Category/ Group of Asset	GROSS BLOCK				AMORTISATION				NET BLOCK	
INTANGIBLE ASSETS	Opening Balance 01 Jan. 2015	Additions	Deductions	Closing Balance 31 Dec. 2015	Opening Balance 01 Jan. 2015	Charge for the year	Deductions during the year	Closing Balance 31 Dec. 2015	Closing Balance 31 Dec.2015	Closing Balance 31 Dec.2014
Computer Software	197.55	62.42	-	259.97	196.81	1.87	-	198.68	61.29	0.74
Total	197.55	62.42	-	259.97	196.81	1.87	-	198.68	61.29	0.74

Notes to Financial Statements (continued)

Note 9 : FIXED ASSETS

Category/ Group of Asset	GROSS BLOCK				DEPRECIATION				NET BLOCK
TANGIBLE ASSETS	Opening Balance 01 Jan. 2014	Additions	Deductions	Closing Balance 31 Dec. 2014	Opening Balance 01 Jan. 2014	Charge for the year	Deductions during the year	Closing Balance 31 Dec. 2014	Closing Balance 31 Dec.2014
Freehold Land	151.92	-	-	151.92	-	-	-	-	151.92
Leasehold Land	3.95	-	-	3.95	1.07	0.04	-	1.11	2.84
Factory Buildings	984.07	22.92	-	1,006.99	281.31	37.62	-	318.93	688.06
Buildings Others	513.92	5.09	-	519.01	185.23	19.26	-	204.49	314.52
Plant and Machinery	3,951.33	229.07	74.48	4,105.92	2,537.60	341.00	58.64	2,819.96	1,285.96
Laboratory Equipments	142.41	11.85	0.16	154.10	87.00	18.77	0.16	105.61	48.49
Office Equipments	84.20	10.95	0.07	95.08	43.15	15.31	0.07	58.39	36.69
Furniture and Fittings	247.77	1.00	0.26	248.51	210.87	6.84	0.26	217.45	31.06
Motor Vehicles	104.53	34.81	45.88	93.46	58.73	23.68	39.54	42.87	50.59
Total	6,184.10	315.69	120.85	6,378.94	3,404.96	462.52	98.67	3,768.81	2,610.13

Category/ Group of Asset	GROSS BLOCK				AMORTISATION				NET BLOCK
INTANGIBLE ASSETS	Opening Balance 01 Jan. 2014	Additions	Deductions	Closing Balance 31 Dec. 2014	Opening Balance 01 Jan. 2014	Charge for the year	Deductions during the year	Closing Balance 31 Dec. 2014	Closing Balance 31 Dec.2014
Computer Software	196.79	0.76	-	197.55	193.93	2.88	-	196.81	0.74
Total	196.79	0.76	-	197.55	193.93	2.88	-	196.81	0.74

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 10 : Non Current Investments		
Non-trade Investments (at cost)		
Government and Trust Securities (unquoted)		
Indira Vikas Patra (pledged with electricity board, Puducherry)	2.92	8.18
Less : Matured during the period	2.92	5.26
Comprising of 6 Nos.		
Total	-	2.92
Note 11 : Deferred Tax Asset		
Deferred Tax Liability		
Depreciation	(28.14)	(31.84)
	(28.14)	(31.84)
Deferred Tax Assets		
Expenditure debited to the Statement of Profit and Loss in the current period but allowed for the tax purpose in subsequent assessment years	132.00	153.48
Provision for doubtful debts	36.79	33.84
	168.79	187.32
Deferred Tax Asset Net	140.65	155.48
Note 12 : Long Term Loans and Advances		
To the parties other than related parties		
Unsecured and Considered Good		
- Capital Advances	8.68	-
- Security Deposits	32.05	26.50
Other Loans and Advances		
- Deposits under protest with Income Tax Authorities	623.11	329.11
- Advance Income Tax (Net of Provisions)	317.97	317.97
- Employee Loans	1.89	9.71
Total	983.70	683.29
Note 13 : Inventories		
(Valued at Lower of Cost and NRV)		
Raw Materials (refer note below)	1,066.81	864.44
Finished Goods (refer note below) #	516.80	479.39
Stock - in - Trade	4.27	2.21
Total	1,587.88	1,346.04
Note :		
Raw Material in Bond	48.87	52.88
Raw Material in Transit	212.24	34.73
Finished Goods in Transit	0.05	0.66

Includes provision for excise duty of Rs. 97.86 Lacs (Previous Year Rs. 94.25 Lacs)

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 14 : Trade Receivables		
Unsecured :		
Debts Outstanding for a Period Exceeding Six Months from Due Date		
- Considered Good	167.44	324.38
- Considered Doubtful	84.85	83.33
	252.29	407.71
Less Provision for Doubtful Debts	84.85	83.33
	167.44	324.38
Other Debts		
- Considered Good #	8,863.43	6,986.21
- Considered Doubtful	21.47	16.22
	8,884.90	7,002.43
Less Provision for Doubtful Debts	21.47	16.22
	8,863.43	6,986.21
Total	9,030.87	7,310.59
Note 15 : Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	2.06	4.00
Cheques on Hand	251.61	426.73
Balances with Banks		
On current accounts	1,247.51	1,262.04
On deposit accounts (with original maturity of three months or less)	40.00	1,050.00
Unclaimed Dividend Accounts #	68.24	61.12
	1,609.42	2,803.89
Other Bank Balances		
(on deposit accounts with original maturity of more than three months)	5.13	4.83
	5.13	4.83
Total	1,614.55	2,808.72
# These are restricted bank balances for payment of Unpaid Dividend		
Note 16 : Short Term Loans and Advances		
To the parties other than related parties		
(Unsecured Considered Good)		
- Advance for supply of goods and services	80.92	43.26
- Prepaid Expenses	44.10	52.11
- Current maturities of long term loans to employees	8.20	11.80
- Employee Travel Advances	0.90	2.52
- Other Recoveries	3.85	26.23
Balances with Excise and Customs Authorities		
- Service Tax	-	27.62
Sales Tax (VAT and CST)	30.13	3.29
Related Party		
- Dues for Reimbursements	34.68	39.56
Total	202.78	206.39

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 17 : Other Current Assets		
Accrued Interest on Fixed Deposits	0.17	10.57
Total	0.17	10.57
Note 18 : Revenue from Operations		
Sale of Products (refer below note - I)	32,361.62	28,678.25
Less : Excise Duty	3,419.23	2,832.28
	28,942.39	25,845.97
Sale of Services	3.49	8.00
Other Operating Revenues (refer details below note - II)	267.73	482.51
Turnover	29,213.61	26,336.48
Note - I		
Sale of stock- in - trade included in sale of products	1,122.94	776.38
Note - II		
Details for Other Operating Revenues		
Commission Income	58.46	278.09
Sale of Scrap	20.78	17.85
Sale of Raw Material (Shelf Life Perished Materials for Foundry Use)	188.03	184.60
Other Miscellaneous Income	0.46	1.97
	267.73	482.51
Note 19 : Other Income		
From Other Sources		
- On Bank Deposits	63.26	70.93
- From Income Tax Authorities # and Customers	0.62	158.97
Excess Provisions of Earlier Years / Creditor Balances Written Back	84.53	60.20
Foreign Exchange Fluctuation Gain (Net)	-	13.94
Others		
- Other Service Cost Reimbursed	23.85	12.27
- Management and Service Fees	12.00	12.00
- Insurance Claim Received	0.88	-
- Other Miscellaneous Income	3.74	8.22
Total	188.88	336.53

Previous year includes Rs. 158.11 Lacs interest received from Income Tax Authorities for various assessment years being closed and refund received

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 20 : Cost of Material Consumed		
Raw Material Consumed		
- Opening Stock	864.44	623.52
- Purchases	15,848.89	15,045.99
	16,713.33	15,669.51
Less : Closing Stock	1,066.81	864.44
Total	15,646.52	14,805.07
Note 21 : Purchase of Stock-in-Trade		
Purchases of Traded Goods	828.92	562.77
Total	828.92	562.77
Note 22 : Changes in Inventories of Finished Goods and Stock-in-Trade		
(Increase) / Decrease in Finished Goods Manufactured		
Opening Stock	479.39	532.15
Less : Closing Stock	516.80	479.39
	(37.41)	52.76
(Increase) / Decrease in Stock-in-Trade		
Opening Stock	2.21	2.59
Less : Closing Stock	4.27	2.21
	(2.06)	0.38
Total	(39.47)	53.14
Note 23 : Employee Benefits Expense		
Salaries, Wages and Bonus	2,132.39	2,087.34
Contributions to Provident and Other Funds	374.92	264.23
Staff Welfare Expense	157.96	161.10
Total	2,665.27	2,512.67

Notes to Financial Statements (continued)

	2015 Rs. Lacs	2014 Rs. Lacs
Note 24 : Finance Cost		
Interest		
- on temporary overdrafts	12.20	17.42
Total	12.20	17.42
Note 25 : Other Expenses		
Consumption of Stores and Spares	66.27	48.94
Power and Fuel	484.31	591.32
Repairs and Maintenance - Plant and Machinery	394.57	279.36
Repairs and Maintenance - Buildings	29.87	39.69
Repairs and Maintenance - Others	14.65	9.60
Processing Charges	51.28	40.58
Freight and Forwarding Expenses	662.37	489.35
Rates and Taxes	19.61	30.54
Insurance	79.68	63.24
Advertising	59.19	19.26
Travelling and Conveyance	527.92	500.57
Telephone Charges	24.07	32.33
Professional Charges	335.65	300.72
Directors' Sitting Fees	3.35	3.80
Auditor's Remuneration (refer details below)	47.76	38.47
Foreign Exchange Fluctuation Loss (Net)	42.25	-
Provision for Doubtful Debts	21.47	16.22
Bad Debts	6.77	-
Loss on Fixed Assets Sold / Discarded (Net)	2.89	5.42
Bank Charges	16.99	15.40
Software Maintenance Charges	69.07	70.39
Royalty (including R&D Cess thereon)	1,364.17	1,200.87
Consultancy Service Fees	432.35	456.89
Commission to Resident Non Whole Time Directors	21.70	18.20
Safety & Security Expenses	85.14	83.16
Printing and Stationery	29.92	31.95
Corporate Social Responsibility Expenses	58.05	-
Miscellaneous Expenses	92.88	96.73
Total	5,044.20	4,483.00
Expenses includes expenditure on Research & Development Activities as, certified by the Management of the Company	66.82	86.41
Details of Auditor's Remuneration		
i As an auditor:		
- Statutory Audit Fees	23.29	14.60
- Tax Audit Fees	7.50	7.50
- Fees for Limited Review	9.75	9.75
- Other Services	4.23	4.24
- Reimbursement of Expenses	2.99	2.38
Total Auditors Remuneration	47.76	38.47

Notes to Financial Statements (continued)

Note 26 : Company Background

Nature of Operations

The Company is engaged in the manufacture of products used in the metallurgical industry. The products are in the nature of additives and consumables that improve the physical properties and performance of castings. The manufacturing activities are at Sanaswadi and Puducherry.

Note 27 : Significant Accounting Policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements

1.1 Basis for preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements are presented in Indian Rupees.

1.2 Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenue and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from those estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known / materialise. Any revision to accounting estimates is recognised prospectively in the current and future periods.

1.3 Current and Non-current Classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the company's normal operating cycle
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company's operating cycle is less than 12 months

1.4 Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes inward freight, duties, taxes and other incidental expenses related to the acquisition, construction and installation of the fixed assets.

Notes to Financial Statements (continued)

Note 27 : Significant Accounting Policies (continued)

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposed. Loss or gains arising from retirement on account of disposals of fixed assets are carried at cost and recognised in the Statement of Profit and Loss.

Depreciation on fixed assets is provided on the Straight Line Method ("SLM") pro-rata to the period of use. Depreciation is provided based on the following useful lives of the assets as estimated by the management. Assets individually costing Rs 5,000 or less are depreciated fully in the year of purchase.

Category / Group of Asset	Useful Estimated Life (in Years)
Buildings	
Factory and Other Building	25
Plant and Machinery	
Computer Hardware	3
Production Machinery	10
Energy Saving Devices	6/7
Effluent Treatment Plant	5
Other Machinery	5
Machinery at Customers' / Processors' Site	4
Laboratory and Office Equipments	
Laboratory Equipment	6/7
Office Equipments	5
Electrical Equipment	6/7
Furniture and Fittings	
Furniture and Fixtures	10
Motor Vehicles	
Vehicles	4

Leasehold land is depreciated over the initial period of the lease.

Note

For these class of assets, based on internal assessment and independent technical evaluation carried out by external professional valuer, the management believes that the useful lives as given above best represent the period over which management expects to use these assets.

1.5 Intangible Assets and Amortization

Intangible assets representing computer software are recorded at their acquisition price and are amortised over their estimated useful life of 2 years on a straight line basis commencing from the date the assets are available for use. The useful life of the intangible assets is reviewed by the Management at each balance sheet date.

1.6 Impairment of Assets

In accordance with Accounting Standard 28 – Impairment of Assets (AS 28), the carrying amounts of the Company's assets are reviewed at each Balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the assets' recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciable historical cost.

Notes to Financial Statements (continued)

Note 27 : Significant Accounting Policies (continued)

1.7 Investments

Long-term investments are stated at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

1.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and other costs necessary to make the sale. Cost is determined on the basis of weighted average method and includes expenditure in acquiring the inventories and bringing them to the present location and condition. In the case of manufactured inventories, cost includes cost of direct materials and labour and an appropriate share of overheads based on normal operating capacity of the production facilities. The comparison of cost and net realisable value is made on an item-by-item basis. Finished goods inventory includes excise duty payable.

Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of finished products will exceed their net realisable value.

1.9 Revenue Recognition

Revenue from sale of goods is recognised when all significant risks and rewards of ownership of goods transfers to the customers. Sales are recorded net of sales tax / VAT, discounts and rebates.

Revenue from 'Solutions Partnering' services is recognised when the rendering of services is completed and to the extent that it is probable that the economic benefits will flow to the Company and the revenue from such services can be reliably measured.

Commission income is recognised on an accrual basis, when it is reasonably certain that the economic benefits will flow to the Company.

Interest income is recognised on a time proportionate basis taking into account the amount invested and the rate applicable.

1.10 Foreign Exchange Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency at the Balance Sheet date are translated at the year end exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss.

1.11 Cash and Cash Equivalents

Cash and bank balances in the Balance Sheet comprise cash at bank and in hand including bank deposits with an original maturity of three months or less.

1.12 Employee Benefits

a) Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognised in the period in which the employee renders the related service.

b) Post-employment benefits (defined benefit plans)

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation, carried out by an independent actuary, using the Projected Unit Credit method. The liability for gratuity is funded annually to a gratuity fund maintained with the Life Insurance Corporation of India ('LIC'). Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

c) Post-employment benefits (defined contribution plans)

Contributions to the provident fund and superannuation scheme which are defined contribution schemes are charged to the Statement of Profit and Loss as incurred.

Notes to Financial Statements (continued)

Note 27 : Significant Accounting Policies (continued)

d) Long-term employee benefits

Long term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

1.13 Taxation

Income-tax comprises current tax, (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation and carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

1.14 Earnings Per Share

The basic earnings per share ('EPS') is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where the results would be anti-dilutive.

1.15 Provisions

A provision is recognised in the Balance Sheet when the Company has a present obligation as a result of a past event and it is probable that an outflow of economic resources will be required to settle the obligation, in respect of which a reliable estimate of the amount of the obligation can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

1.16 Contingent Liabilities and Contingent Assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes

1. Disclosure of Related Parties / Related Party Transactions

a. Name of Related Party Where Control Exists

- | | |
|--|---|
| i Vesuvius Plc., United Kingdom | - Ultimate Parent Company |
| ii Vesuvius Holdings Limited, United Kingdom | - Subsidiary of Ultimate Parent Company |
| iii Foseco Holding Limited, United Kingdom | - Subsidiary of Ultimate Parent Company |
| iv Foseco (U.K.) Limited., United Kingdom | - Subsidiary of Ultimate Parent Company |
| v Foseco Overseas Limited, United Kingdom | - Immediate Holding Company |

b. Names of Related Parties with whom transactions were carried out for the Financial Year ended 31 December 2015.

i. Fellow Subsidiaries

- 1) Foseco (Thailand) Limited
- 2) Foseco Foundry (China) Company Limited
- 3) Foseco Industrial e-Commercial Ltda., Brazil
- 4) Foseco International Limited, United Kingdom
- 5) Foseco Japan Limited
- 6) Foseco Korea Limited
- 7) Foseco Golden Gate Co. Limited, Taiwan
- 8) Foseco Nederland BV.
- 9) Foseco Philippines Inc.
- 10) Foseco Pty Limited, Australia
- 11) PT Foseco Indonesia
- 12) Vesuvius Emirates (FZE), Dubai
- 13) Vesuvius Foundry Products (Suzhou) Company Limited, China
- 14) Vesuvius Foundry Technologies (Jiangsu) Company Limited, China
- 15) Vesuvius GmbH, Germany
- 16) Vesuvius Group SA, Belgium
- 17) Vesuvius Inc., USA
- 18) Vesuvius UK Limited, United Kingdom
- 19) Vesuvius Ras Al Khaimah FZ-LLC, Dubai
- 20) Vesuvius Malaysia Sdn. Bhd.
- 21) Vesuvius Poland Sp. Z.o.o.
- 22) Vesuvius India Limited

ii. Key Management Personnel

- | Name | Designation |
|----------------------------|--|
| 1) Mr Sanjay Mathur | Managing Director |
| 2) Mr R Umesh | Chief Financial Officer |
| 3) Mr Mahendra Kumar Dutia | Controller of Accounts and Company Secretary |

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

c. Disclosure of Related Party Transactions

For the financial year ended 31 December 2015 :

(Amount in Rs. Lacs)

Nature of Transaction	Nature of Relationship				
	Immediate Holding Company	Subsidiaries of Ultimate Parent Company	Fellow Subsidiaries	Key Management Personnel	Total
Purchases	-	-	1,287.38	-	1,287.38
Purchase of Fixed Assets	-	-	33.96	-	33.96
Sales	-	-	1,057.57	-	1,057.57
Salaries and Perquisites	-	-	-	287.79	287.79
Dividend*	1,092.74	319.96	-	-	1,412.70
Royalty	-	-	1,297.36	-	1,297.36
Consultancy Service Fees	-	-	432.35	-	432.35
Services Rendered **	-	-	347.87	-	347.87
Services Received **	-	-	56.57	-	56.57
Total	1,092.74	319.96	4,513.06	287.79	6,213.55

* The above figure represents interim dividend paid during the year and final dividend for the previous year ended 31 December 2014

** Including reimbursement of expenses

Related party transactions above 10% of the total transactional value	Amount Rs. Lacs
Purchase - Foseco Japan Limited	631.95
Purchase - Vesuvius GmbH, Germany	383.55
Purchase - Vesuvius UK Limited	176.67
Purchase of Fixed Assets - Vesuvius GmbH, Germany	33.96
Sale - Foseco Foundry (China) Company Limited	164.82
Sale - PT Foseco Indonesia	117.05
Sale - Vesuvius Emirates (FZE), Dubai	405.87
Sale - Vesuvius Malaysia Sdn.Bhd.	171.69
Salaries and Perquisites - Mr Sanjay Mathur, Managing Director	197.64
Salaries and Perquisites - Mr R Umesh, Chief Financial Officer	65.98
Dividend - Foseco Overseas Limited, United Kingdom	1,092.74
Dividend - Vesuvius Holdings Limited, United Kingdom	160.50
Dividend - Foseco (UK) Limited, United Kingdom	159.47
Royalty - Foseco International Limited, United Kingdom	1,297.36
Consultancy Service Fees - Vesuvius Group SA, Belgium	432.35
Services Rendered - Foseco International Limited, United Kingdom	202.02
Services Rendered - Vesuvius India Limited	46.45
Services Received - Vesuvius Group SA, Belgium	37.25
Services Received - Foseco International Limited, United Kingdom	6.87

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

For the financial year ended 31 December 2014 :

(Amount in Rs. Lacs)

Nature of Transaction	Nature of Relationship				
	Immediate Holding Company	Ultimate Parent Company & Subsidiaries	Fellow Subsidiaries	Key Management Personnel	Total
Purchases	-	-	1,039.59	-	1,039.59
Purchase of Fixed Asset	-	-	25.79	-	25.79
Sales	-	-	1,065.29	-	1,065.29
Salaries and Perquisites	-	-	-	191.58	191.58
Dividend*	981.62	287.43	-	-	1,269.05
Royalty	-	-	1,142.06	-	1,142.06
Consultancy Service Fees	-	-	456.89	-	456.89
Services Rendered **	-	-	303.66	-	303.66
Services Received **	-	-	60.16	-	60.16
Total	981.62	287.43	4,093.44	191.58	5,554.07

* The above figure represents interim dividend paid during the year and final dividend for the previous year ended 31 December 2013

** Including reimbursement of expenses

Related party transactions above 10% of the total transactional value	Amount in Rs. Lacs
Purchase - Foseco Japan Limited	331.21
Purchase - Vesuvius GmbH, Germany	487.11
Purchase - Vesuvius UK Limited	137.04
Purchase of Fixed Assets - Vesuvius Group SA, Belgium	25.79
Sale - Foseco Foundry (China) Company Limited	184.14
Sale - Vesuvius Emirates (FZE), Dubai	470.99
Sale - Vesuvius Malaysia Sdn.Bhd.	143.90
Salaries and Perquisites - Mr Sanjay Mathur, Managing Director	191.58
Dividend - Vesuvius Holdings Limited, United Kingdom	144.18
Dividend - Foseco (UK) Limited, United Kingdom	143.25
Royalty - Foseco International Limited, United Kingdom	1,142.06
Consultancy Service Fees - Vesuvius Group SA, Belgium	456.89
Services Rendered - Foseco International Limited, United Kingdom	143.49
Services Rendered - Vesuvius Foundry Technologies (Jiangsu) Company Limited	35.84
Services Rendered - Vesuvius India Limited	30.52
Services Received - Vesuvius Group SA, Belgium	36.17
Services Received - Foseco Pty Limited, Australia	13.98

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

2 Related Party Receivable and Payable

2.1 Amount Receivable From Related Parties

(Amount in Rs. Lacs)

Name of the Company	31 December 2015	31 December 2014
Foseco (Thailand) Limited	26.71	17.99
Foseco Foundry (China) Company Limited	16.87	58.98
Foseco International Limited, United Kingdom	26.95	20.12
Foseco Korea Limited	-	15.23
PT Foseco Indonesia	40.59	31.45
Vesuvius Emirates (FZE), Dubai	71.82	96.79
Vesuvius Foundry Products (Suzhou) Company Limited, China	-	2.83
Vesuvius Foundry Technologies (Jiangsu) Company Limited, China	-	3.26
Vesuvius Group SA, Belgium	-	1.06
Vesuvius India Limited	5.86	5.85
Vesuvius Malaysia Sdn Bhd	10.18	35.76
Vesuvius Poland Sp.z.o.o	0.95	1.63
Total	199.93	290.95

2.2 Amount Payable to Related Parties

(Amount in Rs. Lacs)

Name of the Company	31 December 2015	31 December 2014
Foseco International Limited, United Kingdom	272.26	231.37
Foseco (Thailand) Limited	-	2.86
Foseco Foundry (China) Company Limited	-	0.65
Foseco Japan Limited	177.23	24.85
Foseco Nederland BV.	3.71	2.18
Vesuvius GmbH	86.64	5.59
Vesuvius Group SA, Belgium	109.25	73.35
Vesuvius Poland Sp.z.o.o	0.46	0.24
Vesuvius Ras Al Khaimah FZ-LLC	1.49	-
Foseco Industrial e-Commercial Ltda, Brazil	-	1.53
Vesuvius Foundry Technologies (Jiangsu) Co. Ltd.	0.80	
Vesuvius UK Limited	25.86	7.68
Vesuvius USA	22.82	1.93
Total	700.52	352.23

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

3 Related Party Receivable and Payable

3.a Contingent Liabilities

(Amount in Rs. Lacs)

Sr.No.	Particulars	31 December 2015	31 December 2014
i.	Counter Guarantees given to Banks in respect of Guarantee given by them	21.80	18.83
ii.	Central Excise Demands in respect of which the Company is in Appeal	7.69	7.69
iii.	Income Tax Demands in respect of which the Company is in Appeal	129.36	458.47

3.b Commitments:

(Amount in Rs. Lacs)

Sr.No.	Particulars	31 December 2015	31 December 2014
i.	Estimated Amount of Contracts remaining to be executed on Capital Account and not provided for (net of advance payments)	32.80	-

4 Freight Recovery

(Amount in Rs. Lacs)

Particulars	31 December 2015	31 December 2014
Amount included in Sales	252.33	221.97

5 Supplementary Statutory Information

5.1 Earnings in Foreign Currency

(Amount in Rs. Lacs)

Particulars	31 December 2015	31 December 2014
F. O. B. Value of Exports	1,058.35	1,069.97
Commission and Reimbursements	359.04	551.23
Total	1,417.39	1,621.20

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

5.2 Expenditure in Foreign Currency

(Amount in Rs. Lacs)

Particulars	31 December 2015	31 December 2014
Travelling	6.32	4.94
Consultancy Service Fees	432.35	456.89
Royalty	1,297.36	1,142.06
Services Received (reimbursements)	91.79	60.16
Total	1,827.82	1,664.05

5.3 Value of Imports [on CIF Basis]

(Amount in Rs. Lacs)

Particulars	31 December 2015	31 December 2014
Raw Materials	2,994.82	2,434.26
Capital Goods and Spares	33.96	25.79
Total	3,028.78	2,460.05

5.4 Dividend Remitted During the Year to Non-resident Shareholders

(Amount in Rs. Lacs)

Particulars	31 December 2015	31 December 2014
Number of shareholders	4	4
Number of shares held	5,522,071	5,522,071
A. Final Dividend		
(i) Amount remitted (net of tax)	552.21	855.92
(ii) Year to which dividend related	2014	2013
B. Interim Dividend		
(i) Amount remitted (net of tax)	1,076.80	607.43
(ii) Year to which dividend related	2015	2014

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

5.5 Un-hedged Foreign Currency Exposure

Foreign currency exposures on account of trade receivables / trade payables not hedged by derivative instruments are as follows:

Currency	31 December 2015		Currency	31 December 2014	
	Amount in Foreign Currency	Amount in Indian Rs. Lacs		Amount in Foreign Currency	Amount in Indian Rs. Lacs
Accounts Receivables					
USD	251,399	166.43	USD	420,896	274.47
EUR	1,314	0.94	EUR	46,528	36.92
GBP	27,307	26.64	GBP	22,037	22.37
Accounts Payables					
USD	344,903	228.33	USD	310,456	202.45
EUR	276,417	198.72	EUR	102,415	81.26
GBP	25,742	25.11	GBP	8,757	8.89
JPY	32,265,109	177.46	JPY	4,428,688	24.53

5.6 Employee Benefit Plans

Gratuity: In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Scheme) covering certain categories of employees. The Gratuity Scheme provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company provides the gratuity benefit through annual contributions to the fund managed by the Life Insurance Corporation of India (LIC), under this plan the settlement obligation remains with the Company although the Life Insurance Corporation of India, administers the plan and determines the contribution of premium required to be paid by the Company.

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

i) Defined Benefits Plan

(Amount in Rs. Lacs)

	Table set out the status of Gratuity Plan as required under AS 15 (Revised 2005)	31 December 2015	31 December 2014
(a)	Reconciliation of opening and closing balances of the Present Value of the Defined Benefit Obligations :		
	Defined Benefit Obligation at beginning of the year	715.04	651.77
	Current Service Cost	53.36	47.93
	Interest Cost	53.57	52.50
	Benefits Paid	(95.87)	(39.89)
	Actuarial Loss	38.04	2.73
	Present Value of Defined Benefit Obligation at the end of the year	764.14	715.04
(b)	Reconciliation of the opening and closing balances of the Fair Value of Plan Assets:		
	Fair Value of Plan Assets at beginning of the year	684.62	602.76
	Expected Return on Plan Assets	58.04	54.71
	Employer Contributions	70.79	47.55
	Benefits Paid	(95.87)	(39.89)
	Actuarial Gain/(Loss)	(36.50)	19.49
	Fair Value of Plan Assets at the end of the year	681.08	684.62
(c)	Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets / Liability to the assets recognised in the Balance Sheet:		
	Present Value of the Defined Benefit Obligation at the end of the year	764.14	715.04
	Fair Value of Plan Assets at the end of the year	(681.08)	(684.62)
	Plan Liability recognised in the Balance Sheet	83.06	30.42
(d)	The Total Expense Recognised in the Statement of Profit and Loss:		
	Current Service Cost	53.36	47.93
	Interest Cost	53.57	52.50
	Expected Return on Plan Assets	(58.04)	(54.71)
	Actuarial (Gain) / Loss	74.54	(16.76)
	Net Gratuity Cost	123.43	28.96
(e)	Actual Return on Plan Assets:		
	Actual Return on Plan Assets	21.54	74.20

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

The Company has invested the plan assets with the Life Insurance Corporation of India. Expected rate of return on the plan asset has been determined scientifically considering the current and expected plan asset allocation, historical rate of return earned by the company, current market trend and the expected return on the plan assets.

(f)	Principal Assumption used as at the Balance Sheet date:		
		31 December 2015	31 December 2014
	Discount Rate	8.03% p.a.	8.31% p.a.
	Rate of Increase in Compensation Levels	10.7%(1st Year) & 7.5% p.a thereafter	9.5%(1st Year) & 7.5%p.a thereafter
	Expected Rate of Return on Plan Assets	8.5% p.a.	8.5% p.a.
	Employee Turnover	13% p.a.	12% p.a

(g)	Experience Adjustments	Amounts in Rs. (Lacs)				
		31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	Defined Benefit Obligation	83.06	30.43	49.02	45.35	74.90
	Experience Adjustment on Plan Liabilities	(19.83)	(13.75)	38.57	125.43	82.81
	Actuarial Gain / (Loss) due to Change on Assumptions	21.36	22.22	10.16	111.33	74.45

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

ii) Defined Contribution Plan:-

The Company has recognised the following amounts which are defined contribution plans in the Statement of Profit and Loss.

(Amount in Rs. Lacs)

Particulars	31 Dec 2015	31 Dec 2014
Provident Fund	112.50	106.21
Superannuation Scheme	144.02	131.40
Total	256.52	237.61

6 Additional Information Pursuant to the Provisions of Paragraph 5 of Part II of Schedule III to the Companies Act, 2013

6.1 Details of Raw Materials

6.1.1 Consumption of Raw Materials during the year

(Amount in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Liquid Phenol	361.95	663.65
ii.	Others	15,284.57	14,141.42
	Total	15,646.52	14,805.07

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

6.1 Details of Raw Materials (continued)

6.1.2 Consumption of Raw Materials by source

Sr. No.	Class of Goods	Percentage to Total Consumption		Value (in Rs. Lacs)	
		31 Dec 2015	31 Dec 2014	31 Dec 2015	31 Dec 2014
i.	Imported	12.27	15.08	1,919.65	2,231.91
ii.	Indigenous	87.73	84.92	13,726.87	12,573.16
	Total	100.00	100.00	15,646.52	14,805.07

6.1.3 Purchase of Raw Materials during the year

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Liquid Phenol	357.23	672.85
ii.	Others	15,491.66	14,373.14
	Total	15,848.89	15,045.99

6.1.4 Closing Stock of Raw Materials as at

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Liquid Phenol	13.49	18.21
ii.	Others	1,053.32	846.23
	Total	1,066.81	864.44

6.2 Details of Traded Goods

6.2.1 Purchase of Traded Goods during the year

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Metallurgical Chemicals (includes sale of machinery used in foundry industry)	828.92	562.77
	Total	828.92	562.77

6.2.2 Sale of Traded Goods during the year

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Metallurgical Chemicals (includes sale of machinery used in foundry industry)	1,122.94	776.38
	Total	1,122.94	776.38

6.2.3 Closing Stock of Traded Goods as at

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Metallurgical Chemicals	4.27	2.21
	Total	4.27	2.21

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

6.3 Details of Finished Goods

6.3.1 Sale of Finished Goods during the year

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
1	Spirit Based Zircon Coating	1,952.65	1,964.42
2	Phenol formal dehyde Binder System	1,449.28	1,179.27
3	Water Based Alumino Silicate Coating	524.60	764.67
4	Others	23,896.42	21,161.23
Total		27,822.95	25,069.59

6.3.2 Closing Stock of Finished Goods as at

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
i.	Metallurgical Chemicals	516.80	479.39
Total		516.80	479.39

7 Segmental Reporting

The Company operates in a single business segment, metallurgical products and services, as defined by Accounting Standard 17. Secondary segmental reporting is identified on the basis of the geographical location of the customers. The Company has identified India and rest of the world for secondary segmental reporting.

Geographical sales are segregated based on the location of the customer who is invoiced or in relation to which the sale is otherwise recognised. Assets other than receivables used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as these are used interchangeably between segments. All assets other than receivables are located in India. Similarly, capital expenditure is incurred towards fixed assets located in India.

Value (in Rs. Lacs)

Segment	Segment Revenues		Segment Assets*	
	31 Dec 2015	31 Dec 2014	31 Dec 2015	31 Dec 2014
India	27,789.50	24,560.41	8,869.05	7,037.75
Rest of the World (majorly Middle East Asia)	1,152.89	1,285.56	161.82	272.84
Total	28,942.39	25,845.97	9,030.87	7,310.59

* Only Trade Receivable

Notes to Financial Statements (continued)

Note 28 : Disclosure Notes (continued)

8 Corporate Social Responsibility Activities

As per the Section 135 of the Companies Act, 2013, (Act) a Corporate Social Responsibility (CSR) committee has been duly constituted by the Company. The funds allocated for CSR activities was Rs. 65.50 Lacs of which utilised by the Company as specified under Schedule VII of the Act is provided herein below

Value (in Rs. Lacs)

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
1	Girl Child Education	21.50	-
2	Promoting Healthcare	36.55	-
	Total	58.05	-

9 Earnings per share EPS

Sr. No.	Particulars	31 Dec 2015	31 Dec 2014
1	Profit for the Year after Tax	3,172.89	2,459.02
2	Net Profit attributable to equity shareholders for calculation of basic EPS (a)	3,172.89	2,459.02
3	Weighted average number of equity shares outstanding for calculatoin of Basic and Diluted EPS (b)	63,86,459	63,86,459
4	Basic Earning Per Share (a) / (b)	49.68	38.50
5	Diluted Earning Per Share (a) / (b)	49.68	38.50

10 Provision for Tax

The Company's Management is of the opinion that its international transactions with associated enterprises are at 'arm's length' and that the Company is in compliance with the transfer pricing legislation. Further, the Company is in the process of updating its documentation in respect of international transactions with Associated Enterprises as required under section 92E of the Income Tax Act, 1961. The Company's Management believes that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and the provision for tax as at and for the year ended 31 December 2015

11 Prior Period Comparative

Certain comparative figures have been regrouped / re-classified wherever necessary to confirm the current year position.

As per our report of even date attached

For B S R and Associates LLP
Chartered Accountants
Firm Registration No. 116231W / W-100024

Shiraz Vastani
Partner
Membership No. 103334

For and on behalf of the Board of Directors of Foseco India Limited

Pradeep Mallick
Chairman

Indira Parikh
Director

Sanjay Mathur
Managing Director

R Umesh
Chief Financial Officer

Ajit Shah
Director

Mahendra Dutia
Controller of Accounts and
Company Secretary

Place : Pune

Date : 21st January, 2016

Place : Sanaswadi, Pune

Date : 21st January, 2016

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Foseco India Limited

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

Tel.: +91 2137 668100 • Fax: +91 2137 668360

Website : www.fosecointia.com • E-mail Id : investor.grievance@foseco.com

● CIN : L24294PN1958PLC011052



Proxy Form

(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered address : _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I / We being the Member(s) of _____ shares of Foseco India Limited, hereby appoint :

1) Name: _____

Address: _____

having E-mail id _____ Signature _____ or failing him/her

2) Name: _____

Address: _____

having E-mail id _____ Signature _____ or failing him/her

3) Name: _____

Address: _____

having E-mail id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **59th Annual General Meeting** of the Company to be held on Tuesday, 26 April, 2016 at 1200 Hrs. (IST) at the Registered Office of the Company, at Gat Nos. 922 & 923, Sanaswadi, Taluka Shirur, District Pune 412 208. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution
1.	Adoption of the Annual Accounts and Reports thereon for the year ended 31 December, 2015
2.	Confirmation of payment of Interim Dividends and declaration of Final Dividend on Equity Shares.
3.	Appointment of Meryll France Durrenbach as a Director of the Company who retires by rotation.
4.	Ratification of Appointment of Statutory Auditors.
5.	Appointment of Glenn Allan Cowie as a Director of the Company
6.	Re-appointment of Sanjay Mathur as Managing Director and fixation of his remuneration
7.	Ratification of the remuneration payable to the Cost Auditor for the year 2016

Signed this _____ day of _____ 2016

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.

Affix a
One
Rupee
Revenue
Stamp

Signature of the Shareholder

Financial Highlights

(Rupees in Lacs)

	2011	2012	2013	2014	2015
Operating Results					
Total Revenue	23,457.38	24,841.18	22,945.47	26,673.01	29,402.49
Operating Expenses	19,268.39	21,103.64	19,693.62	22,416.66	24,145.44
EBITDA	4,188.99	3,737.54	3,251.85	4,256.35	5,257.05
Interest	16.72	46.45	26.45	17.42	12.20
Depreciation	429.49	465.22	511.87	465.40	454.00
Profit before Taxation and Extraordinary Item	3,742.78	3,225.87	2,713.53	3,773.54	4,790.85
Extraordinary Items	-	-	-	-	-
Tax Expense	1,214.53	1,044.37	931.48	1,314.52	1,617.96
Profit after Taxation	2,528.25	2,181.50	1,782.05	2,459.02	3,172.89
Sources and Application of Funds					
Share Capital	638.65	638.65	638.65	638.65	638.65
Reserves	7,168.38	8,310.66	8,258.67	9,148.58	10,253.88
Shareholders Fund	7,807.03	8,949.31	8,897.32	9,787.23	10,892.53
Loan Funds / Non Current Liabilities	1,208.23	993.33	823.94	598.58	294.19
Current Liabilities	4,237.28	4,151.32	4,952.16	4,805.37	5,091.98
Total Sources	13,252.54	14,093.96	14,673.42	15,191.18	16,278.70
Net Fixed Assets	2,816.77	3,127.58	2,782.00	2,667.18	2,718.10
Investments	8.18	8.18	8.18	2.92	-
Deferred Tax Assets (Net)	48.31	79.95	125.46	155.48	140.65
Long Term Loans and Advances	728.31	1,149.74	1,188.79	683.29	983.70
Net Current Assets	9,650.97	9,728.51	10,568.99	11,682.31	12,436.25
Total Application	13,252.54	14,093.96	14,673.42	15,191.18	16,278.70
Debt Equity Ratio	0.15	0.11	0.09	0.06	0.03
Earning per Share (Rs.)	39.59	34.16	27.90	38.50	49.68
Dividend per Share (Rs.)	18.00	14.00	24.50	21.00	26.50

Our Vision

Our Vision is to become :

- The preferred partner to the foundry industry providing the greatest value
- A highly respected industry leader with which all stakeholders are proud to be associated

Our Values

- Creativity
- Cooperation
- Reliability
- Integrity
- Embracing Diversity

Our Business Strategy

To improve our customer's business performance :

- By being the partner providing the greatest value
- Achieved through a solutions partnering approach delivering improved foundry processes and casting quality
- Based upon world class proprietary technology, foundry process and product application expertise and excellence in customer service.