

To,  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application for “In-principal approval” prior to issue and allotment of 11,50,800 equity shares of Foseco India Limited on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

I Jayavant Bhavé, Practising Company Secretary have verified the relevant records and documents of Foseco India Limited with respect to the proposed preferential issue by Foseco India Limited as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s), i.e., Morganite Crucible Limited and Morgan Terrassen B.V. have sold any equity shares of Foseco India Limited during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date. **The proposed allottees do not belong to the promoter/ promoter group entity.**
- Morganite Crucible Limited and Morgan Terrassen B.V. do not hold any equity shares of Foseco India Limited, the issuer, for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder: **Not applicable since the proposed allottees do not hold any shares of the issuer prior to the present allotment.**

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Not applicable						

(\*) client id/ folio no in case allottee hold the securities in physical form

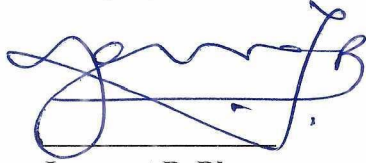
- None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018. **Not applicable as the proposed allottees do not belong to the promoter or promoter group.**
- The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the



Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, Foseco India Limited has complied with all legal and statutory formalities and no statutory authority has restrained Foseco India Limited from issuing these proposed securities.

- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of Foseco India Limited. It is further confirmed that for the proposed preferential issue, the price of the equity shares of Foseco India Limited has been determined in compliance with the valuation requirement as mentioned in the AoA of Foseco India Limited.
- g) The total allotment to the allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-2026 is more than 5% of the post issue fully diluted share capital of the issuer.

**For J. B. Bhavé & Co.**  
**Company Secretaries**



**Jayavant B. Bhavé**  
**Practicing Company Secretary**  
**FCS: 4266 CP: 3068**  
**UIN: S1999MH025400**



**PR No.: 1238/2021**  
**UDIN: F004266G001079758**

**Date: August 25, 2025**  
**Place: Pune**